EXIDE

THE EXTRA MILE

Exide Industries Limited

Annual Report 2018-19

CONTENTS

CORPORATE OVERVIEW

We energise possibilities in New India through the unrivalled reach, reputation and recall of our brand, along with the depth and breadth of our offerings.

GOVERNANCE

Compliance is a non-negotiable priority for us. We uphold the highest standard of ethics and governance in everything that we do.

FINANCIALS

We judiciously allocate capital to maximise returns to our biggest asset, the stakeholders. Our consistent performance year-on-year is a testament to the same.

KEY HIGHLIGHTS OF FY 2018-19

15.3%	13.7%	26.3%	
10,588	**1,411**	**9.93**	**18,589.5**
Net turnover (Rs. in crores)	Operating profit (Rs. in crores)	Earnings per share (in Rs.)	Market capitalisation (Rs. in crores) as on March 31, 2019

Growth (Y-o-Y)

Forward-looking statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take investment decisions. This Report and other statements–written and oral–that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statement, whether as a result of any new information, future events or otherwise.

EXTRA MILE

IS MORE THAN A STRATEGY FOR US.

It is a credo that pervades and drives all facets of our business.

It has been our way of life ever since we began our journey; and continues to be the firepower behind our brand.

We, at Exide, travel the extra mile with best-in-class innovation, a wide spectrum of products and industry-leading services to a growing fraternity of consumers and brand patrons across India and other parts of the world. And providing the extra advantage to our stakeholders is core to our brand DNA.

The result is that even in a dynamic market scenario with growing competition, our brand enjoys unrivalled reputation and recall. Nevertheless, we want to travel farther to strengthen our brand leadership. We strike strategic collaborations with global technology partners and invest in our own research and development while entering unexplored markets and new customer segments across all business verticals.

We believe the aspiring Indian today cannot be defined simply by geographic and economic segmentation; psychographics also plays a big role in brand communication. Therefore, we are continuously rejuvenating and re-energising our brand promise to exceed the expectations of our stakeholder universe of customers, channel partners, employees and investors.

During the year under review, our overall strategies yielded encouraging outcomes and the road ahead is promising. As we seek to cross new milestones of growth, with vibrant and contemporary brand communication, we continue to focus on creating social, environmental and economic value with a long-term perspective.

WORLD OF EXIDE

For over seven decades, our journey has closely reflected the progress of India. We continue to energise possibilities in New India through the reach and recall of our brand.

Our technological and manufacturing prowess, coupled with our expertise in the chemistry of materials and a keen insight into stakeholder requirements, give our offerings best-in-class quality. We leverage our market differentiation and brand salience to achieve sustainable growth and improve profitability. We maintain a steady scale of capex to strengthen our supply chain capabilities.

WHAT WE RELY ON

Experience
70+ years

Reach
50+ countries

Production Capacity
45.45 million units of automotive & MC battery
4,782 million Ah of industrial power

Distribution network
48,000+ direct and indirect dealers

Products Range
Present across a comprehensive set of applications with a full spectrum of capacities

Financial Strength
Stable financial position and robust results

Passionate Human Resources
5,300+ employees

Brand Equity
The trust reposed in Exide

WHAT WE DO

Automotive
We enjoy the confidence of automotive OEMs and the organised retail space. Our portfolio spans Home UPS and batteries for four-wheelers, two-wheelers, three-wheelers, e-rickshaws, inverters and gensets. We primarily sell automotive power in the domestic market under the brands – Exide, SF Sonic and Dynex. Our Dynex, Index and SF Sonic brands cater to the export market.

Submarine
We are one of the few battery brands capable of manufacturing high-end batteries for a wide range of submarines such as Russian Kilo/636/ Romeo/Foxtrot class, German 209 class, French Scorpene class and indigenous nuclear submarines. Our portfolio extends to very high-capacity (~20,000Ah) specialised batteries for all such applications. These batteries are high-end, conforming to the most stringent technical specifications and quality control standards.

VISION
To become a Global Power House respected by customers and preferred by investors, known for innovative products and solutions.

MISSION
To outperform at market exceeding expectations of customers and shareholders through the accelerated evolution of people, processes and technologies in its journey towards excellence.

MANUFACTURING FACILITIES

	ISO 9001:2015	ISO 14001: 2015	IATF 16949:2016	OHSAS 18001:2007/ ISO 45001:2018
Shamnagar	✓	✓	✓	✓
Chinchwad	✓	✓	✓	✓
Haldia	✓	✓	✓	✓
Hosur	✓	✓	✓	✓
Taloja	✓	✓	✓	✓
Bawal	✓	✓	✓	✓
Ahmednagar	✓	✓	✓	✓
Roorkee	✓	✓	NA	✓
Haridwar	✓	✓	NA	✓

Industrial
We serve the ambitious needs of emerging India's power, telecom, infrastructure, solar, railways, mining, defence and IT industries. Our portfolio includes batteries in the capacity range of 7 Ah to 3,200 Ah. Our domestic industrial battery brands are Exide, SF and CEIL; while our marquee brands in the overseas market are Exide, CEIL, Chloride and Index.

WHAT THIS TRANSLATES INTO

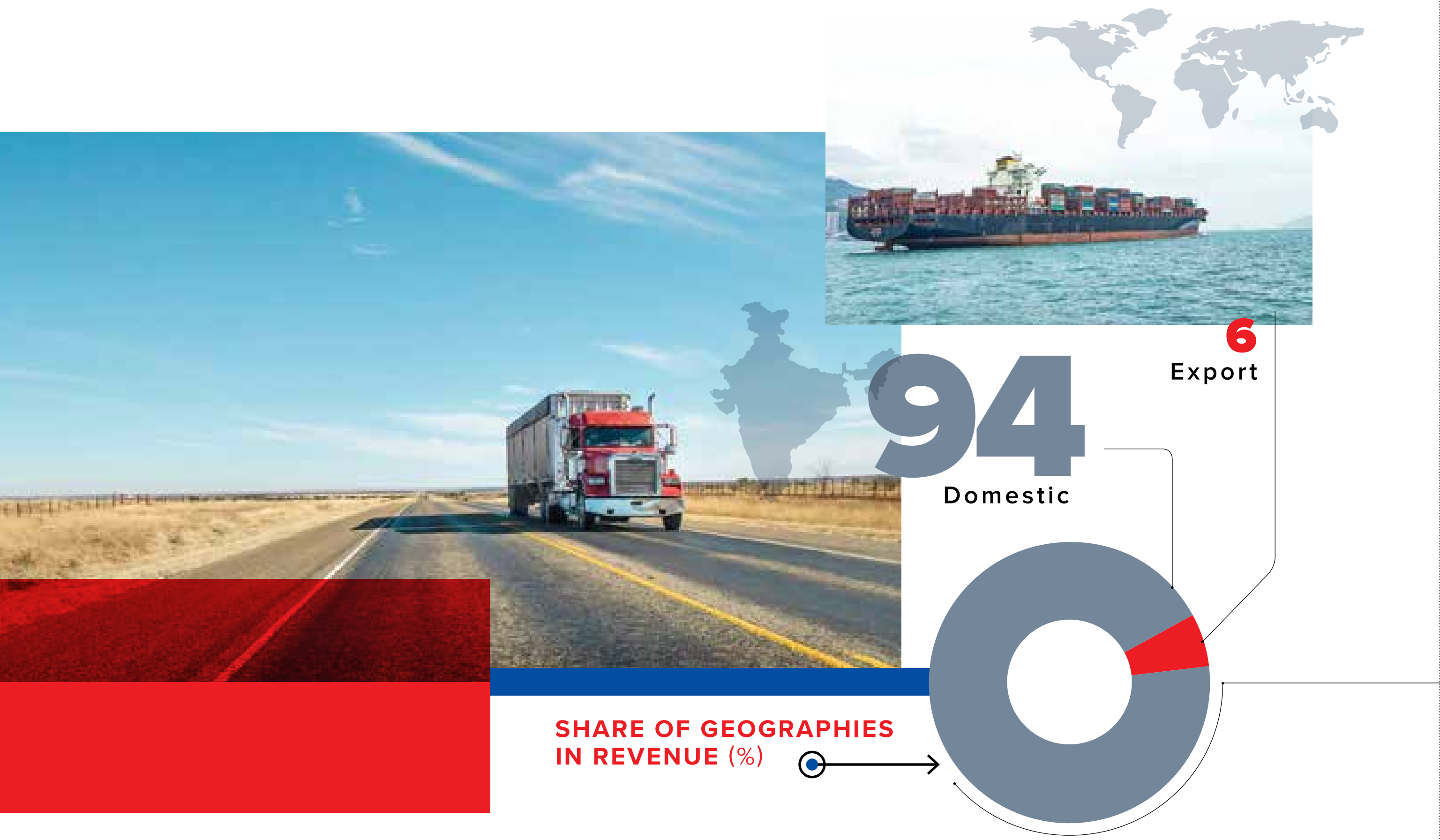
A value-generating business that is guided by its core principles in order to contribute towards the creation of a highly-convenient and mobile world.

Our Core Values

- Leadership
- Integrity
- People development and involvement
- Agility
- Management by processes and facts
- Responsible corporate citizenship
- Passion for innovation and technology
- Channel partner relationship
- Striving for excellence
- Customer orientation

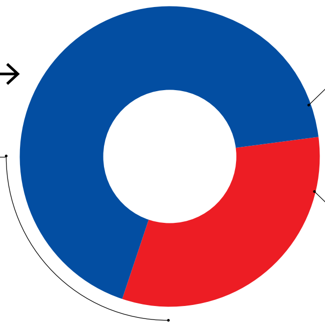
REVIEWING OUR BUSINESS DIVISIONS

Exide draws on its advanced technological strengths as well as the manufacturing capabilities of its business divisions. It also integrates the know-how of external business partners to create long-term value.



SHARE OF GEOGRAPHIES IN REVENUE (%)

SHARE OF BUSINESSES IN REVENUE (%)



68
Non-Institutional Sales

32
Institutional Sales

AUTOMOTIVE

Achievements

> We continued to grow through both OEM and after-market sales while stabilising the mix of products launched in FY 2017-18.

> We grew closer to our customers through our network of 1,750+ Exide Care and 48,000+ pan-Indian outlets. We supported our dealers through various new digital tools that enhance the experience of doing business with Exide.

> The range of new products launched in the previous financial year, like Exide Gold and Exide Bikerz VRLA, helped us improve our market presence and penetration further.

> We introduced Exide INVERTERZ MAGIC in the Home UPS segment, with latest square wave technology and 24 months of warranty.

> Consumer promotions (like the six-month extended warranty offer on car range) and channel drives (like the Humsafar display contest) gave the Exide brand huge impetus.

> Brand visibility and salience was kept at a high level through consistent outdoor and social media presence through the year.

Priorities on the radar

> We are developing a portfolio of advanced Ultra batteries.

> We are honing our battery technology to cater to the BS VI vehicle emission norms, while continually launching cost-competitive batteries that deliver on lifespan, power density, charge acceptance, battery weight and multiple application areas.

> We are well-positioned to service the battery market, led by consistent government policy support for rural electrification and last-mile connectivity.

> We are harnessing the latent potential of the exports market and carving a greater overseas footprint, while leveraging the attractive margins of the after-sales market vis-à-vis OEM sales.

Industry-leading solutions

Exide and Leclanché SA entered into a Joint Venture (JV) to build lithium-ion batteries and provide energy storage systems for India's electric vehicle (EV) market and grid-based applications. The JV is likely to become a leading solutions provider for alternative energy storage applications in India; and will also contribute to developing energy-efficient, eco-friendly solutions that rationalise fossil fuel dependence. The JV will specifically target e-transport and fleet vehicles, including e-buses, e-wheelers and e-rickshaws.

Its production plant will be based in Gujarat. A module and battery pack assembly line is expected to be operational by Q3 FY 2019-20.

SUBMARINE

Achievements

> We exported two sets of new-design submarine batteries, with all accessories and spares, to the Vietnam Navy. This was Exide's maiden export of submarine batteries. The first set has passed sea trials and the second is due for commissioning soon.

> We secured the first-ever order to manufacture and export one set of batteries for a mini-submarine, due to be supplied in the next fiscal.

> We supplied the first set of indigenous Type-IV submarine batteries and inter-cell connectors; successfully clearing all the harbour trials after installation on board.

> In addition, we met 100 per cent replacement requirements of the Indian Navy - including urgent deliveries on time.

Priorities on the radar

> We are developing a new range of batteries for next-gen submarines, competing with international peers, to widen our industry footprint. We continue to focus on catering to the indigenous class of submarines, along with German, Russian and French classes.

> We are reinforcing our after-sales service support and technical capabilities, emerging as a holistic solutions provider. We are recruiting and training young talent for that purpose.

INDUSTRIAL

Achievements

> Solar and IUPS businesses emerged as the most profitable segments among Exide's industrial offerings, given the government's conducive policy reforms.

> Our solar business has expanded with continuous drive for new additions in our product portfolio and for new applications like micro-grid and utility scale storage, leveraging advanced lead battery technology like Ultra and tubular GEL. We have also entered high efficiency solar photovoltaic (PV) modules in various projects. We are combining solar battery and solar inverters as part of a composite storage solution for several private and government projects.

> We introduced the high watt series of IUPS to fulfil the requirements of the fast-growing data warehousing market; these have specific advantages over regular VRLA products.

> We launched a new range of compact, next-generation online UPS systems named Power NXT; these are targeted at the booming SOHO or small office/ home office market as well as large format retailers.

> We optimised our batteries to meet the requirements of the evolving Indian telecom sector. Front Access Technology enables telecom batteries to be more compact and user-friendly. This will help us cater to the international telecom market.

> We completed the development of 'Front Terminal' AGM VRLA products that will find use in the international telecom market and data centres.

> The division's exports were primarily driven by traction products. We started exporting standby products to different African markets such as Nigeria, Kenya, South Africa, Uganda and Zimbabwe and have taken on the competition in Europe and have exported to Spain and Greece. Our exports to the Middle East (UAE, Israel and Lebanon) continues unabated.

Priorities on the radar

> With declining storage costs and improving energy density, various chemistries are becoming viable for energy storage applications. We are exploring opportunities in lithium-ion batteries such as storage solutions. Battery Energy Storage Systems (BESS) for utility, commercial, institutional and domestic segments are emerging steadily due to declining cost of renewable energy and storage solutions.

> We will field test Bipolar batteries in collaboration with Advanced Battery Concepts, USA.

> We intend to fully utilise existing and enhanced capacity within our plants.

> We will focus on remote battery management systems in our traction products. Our objective is to deep-dive into the markets for solar inverters and solar EPC services. We will grow our prominence in the telecom sector.

> We are sharpening our export focus to get new customers, enter unexplored geographies and raise overseas sales of margin-accretive products.

Southeast Asia's biggest battery-making hub

Exide expects to turn the unit in West Bengal's port city of Haldia into one of the largest integrated and self-sufficient battery-making centres in Southeast Asia, focusing on recycled lead to finished battery. Haldia already accounts for one-third of our total battery production.

We have set in motion plans for two greenfield projects (20 acres each) at the site:

> A 40,000 sq. m. shed that will augment our manufacturing monthly capacity to 1.2 lakh units.

> One of India's biggest battery recycling plants, with a monthly capacity of 15,000 MT, through a technical partnership with Italy's Engitech Technologies.

OPERATING CONTEXT

The environment in which we operate our business is shaped by major socio-economic trajectories and industry trends. We continue to refresh and realign our strategies in response to the macro environment.

BIG PICTURE

- India's consumption boom, powered by an aspirational population and a healthy savings rate, plays a pivotal role in driving economic growth. Following the rollout of the landmark Goods and Services Tax (GST), the Government of India's growing focus on infrastructure creation and other reform measures, the country now ranks 77 in the World Bank's Doing Business 2019 report.
- It is estimated that, by 2030, the country will add approximately 140 million middle-income and 21 million high-income households, nearly doubling the total share of these segments to 51 per cent. These realities help drive consumption in India [Source: World Economic Forum].
- India's emerging urban clusters are propelling its growth; and more consumers with greater purchasing power are emerging beyond the metros, particularly in Tier II/III cities. Semi-urban and rural areas are also getting into the mainstream with better roads and related infrastructure, creating a huge consumer market.
- By 2030, over 1 billion Indians from rural and urban areas are likely to have access to the internet. This digital inclusion is expected to contribute favourably to the country's consumption trajectory.

What does this mean for Exide?

The country's growth story offers multiple opportunities for our business. We are reinforcing our identity as a customer-centric innovative brand that can combine scale, agility and purpose to create enhanced value for all stakeholders.

CAPEX OUTLAY

During the last five years, responding to the changing operating context, we have committed to significant capital expenditure (CAPEX) in excess of Rs. 2,600 crores. The CAPEX has helped us enhance our manufacturing capacity and upgrade technology, improving performance of automotive batteries and other energy storage applications. During 2018-19, our CAPEX stood at more than Rs. 675 crores.

INDUSTRY DEVELOPMENT

- The lead acid battery industry is evolving, led by the cyclical slowdown in the automotive segment. However, there exists plenty of room for growth for organised players. Our automotive and industrial sectors catalyse this growth.

- The country's automobile industry is one of the world's largest, with two-wheelers dominating the segment in volume terms. Automotive replacement sales offer us an opportunity for profitable growth vis-à-vis the sale to OEMs.

- Demand for industrial batteries is powered by sectors such as telecom towers, railways and heavy industries, while e-rickshaws, motive power and solar applications are some of the new growth drivers. Many projects are coming up to harness solar power, particularly to supplement conventional power generation and to feed mini and micro power grids.

- The Government's continued focus on promoting e-mobility solutions on Indian roads augurs well for the battery industry. However, EVs are unlikely to displace lead acid batteries since EVs too require an auxiliary lead acid battery. OEMs are expected to localise the production of lithium-ion batteries to optimise costs and minimise currency risk exposure.

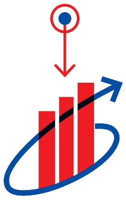
- Lithium-ion batteries find application in the telecom sector, renewable energy storage systems and data centres.

- The lead-acid battery chemistries are rapidly advancing, with rising demand for high-quality batteries that last longer and require zero or minimum maintenance. E-rickshaw batteries will shift from Flooded to VRLA and lithium-ion, on account of lower maintenance and more mileage.

What does this mean for Exide?

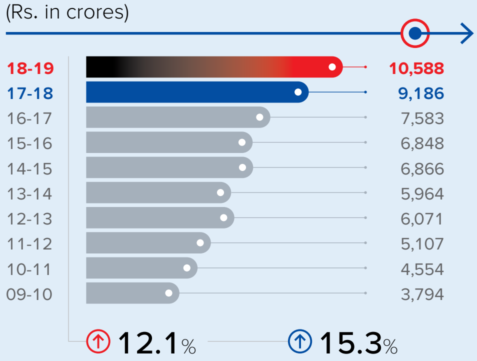
Given the broad operating context, we are determined to position ourselves to capture future growth opportunities. We are pushing the innovation envelope, leveraging emerging technologies and setting high industry benchmarks. At the same time, we are launching new products, widening our distribution network, driving market initiatives and stepping up our service spectrum to strengthen our market foothold.

KEY PERFORMANCE INDICATORS

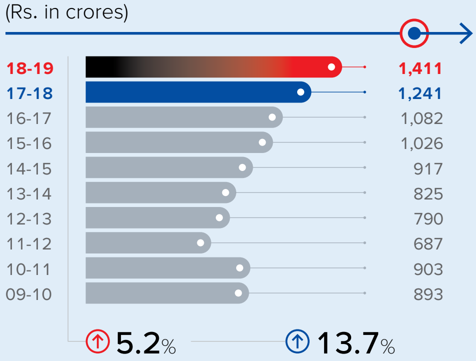


We have progressively grown value for our shareholders, underpinned by a disciplined approach to financial management. The following parameters demonstrate how we have performed over the years.

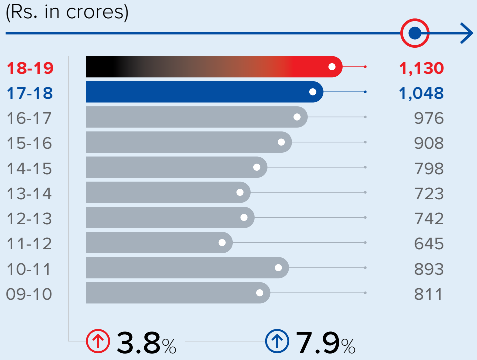
Net turnover
(Rs. in crores)



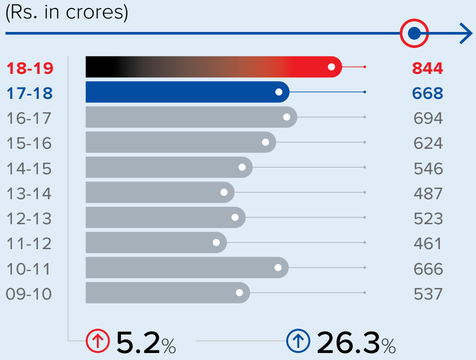
Operating profit
(Rs. in crores)



Profit before tax*
(Rs. in crores)



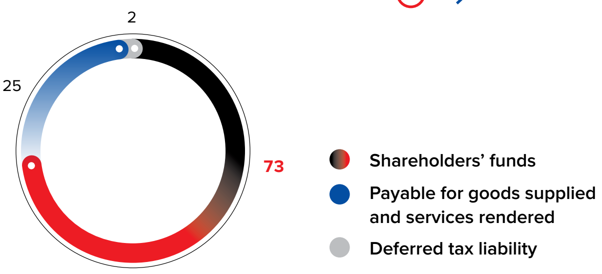
Profit after tax
(Rs. in crores)



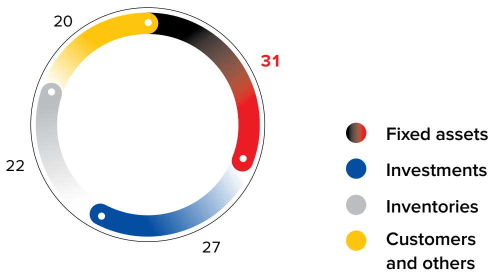
* Before Exceptional Items

10-year CAGR   Growth (Y-o-Y)

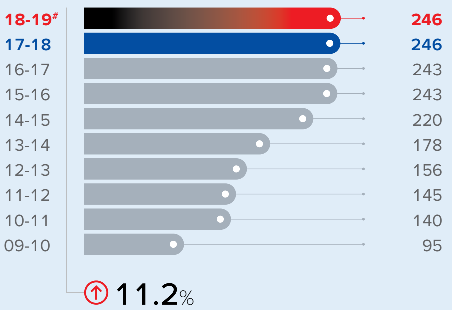
Sources of funds
(in %)



Application of funds
(in %)

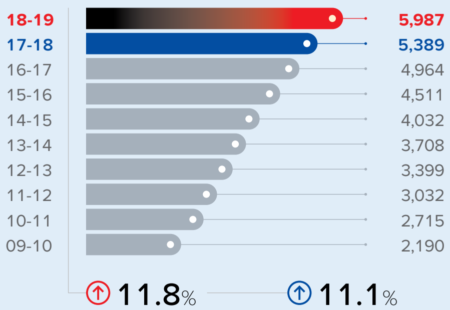


Dividend payout
(Rs. in crores)

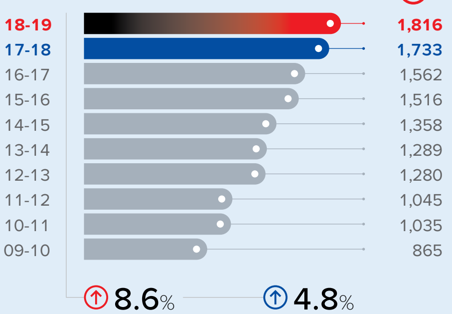


Proposed

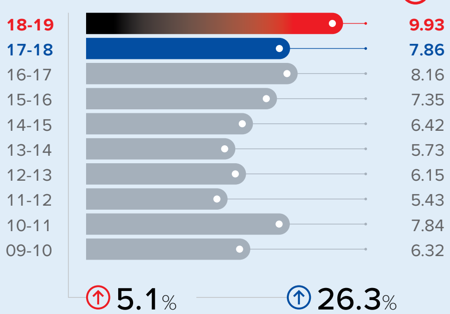
Shareholders' funds
(Rs. in crores)



Contribution to the exchequer
(Rs. in crores)



Earnings per share
(in Rs.)



WE ARE RAISING THE BAR IN BATTERY TECHNOLOGY.

Read more on Page 14

OUR ROBUST DISTRIBUTION AND SERVICE NETWORK HELPS US STAY AHEAD OF THE COMPETITION.

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THE EXTRA MILE

OUR BRAND IDENTITY IS AN OUTCOME OF OUR AGILITY, ADAPTABILITY AND STAKEHOLDER-CENTRICITY.

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WE STRENGTHEN OUR VALUE CHAIN CAPABILITIES THROUGH RELENTLESS INNOVATION AND A REFINED FOCUS ON QUALITY.

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OUR PEOPLE APPROACH REVOLVES AROUND BUILDING TRUST THROUGH OPENNESS AND TRANSPARENCY IN COMMUNICATION.

Read more on Page 24

REACHING OUT WITH EXPANDED OFFERINGS

Our brand continues to be the industry vanguard in the portable energy solutions space, with a wide spectrum of applications. Our strategic collaborations help us to learn, share ideas and insights and strengthen our competitive advantages. We are committed to travel the extra mile to launch more efficient and sophisticated products, both in the conventional as well as in the digital space.

STRATEGIC COLLABORATIONS

LECLANCHÉ SA

We collaborate with global technology leaders to drive enhanced innovation and productivity, leading to optimised cost and value creation for our businesses. The reporting year saw Exide tie up with Leclanché SA to build lithium-ion batteries and provide energy storage systems for India's EV market and grid-based applications. As part of the JV, Leclanché will provide access to its knowhow and intellectual property for lithium-ion cells, modules and battery management systems and Exide will leverage its extensive sales network and brand. The JV will focus on e-transport, stationary energy storage systems and speciality storage markets.

MOURA BATTERIES

We tied up with Moura Batteries of Brazil to develop advanced automotive batteries required in eco-friendly vehicles that must comply with BS VI standards. We are developing the Enhanced Flooded Batteries (EFB), which will be launched soon.

EAST PENN MANUFACTURING

We also work with US battery major East Penn Manufacturing and its subsidiary Ecoult, Australia, for developing energy storage systems. Together, we are exploring advanced solutions, such as the Ultra battery and the Punched Grid technology.

OTHER ONGOING PARTNERSHIPS

> Hitachi Chemicals Co. (formerly, Shin Kobe Electric Machinery Co.), Japan, for a variety of automotive as well as Valve Regulated Lead Acid Storage (VRLA) industrial range of products

> Furukawa Batteries, Japan, for very advanced maintenance-free batteries for four- and two-wheelers

APPLICATION AREAS

Our batteries find application in automotive, power, solar, telecom, infrastructure projects, railways, mining and defence sectors, among others. We design, manufacture, market and sell lead acid storage batteries with capacities varying from 2.5Ah to 20,200Ah capacity, to cover the broadest application spectrum. Our batteries power passenger vehicles, automotive stop-start, commercial vehicles and tractors; motorcycles (conventional, MF, VRLA and e-bikes); traction, EVs, golf carts, miners' cap lamps, submarines (types I, II and III); telecom, UPS and inverters; and so on.

AUTOMOTIVE DIVISION

PRODUCT PORTFOLIO

Four-wheelers
Exide Epiq, Exide Advanz, Exide Matrix, Exide Mileage, Exide EEZY, Exide Gold, Exide Cabby, Exide Xpress, Exide Jai Kisan, Exide Jai Kisan Shakti, Exide Little Champ

Three-wheelers
Exide Eko

Two-wheelers
Exide Xplore,
Exide Bikerz-VRLA

Home UPS
Exide Magic, Exide Star,
Exide GQP, Exide HKVA

Gensets
Exide Genplus

Inverters
Exide InvaGo,
Exide InvaTubular,
Exide InvaMaster,
Exide InvaPlus Tubular

E-rickshaws
Exide E-Ride Tubular Plus, Exide E-Ride Plus

KEY OEM PARTNERS

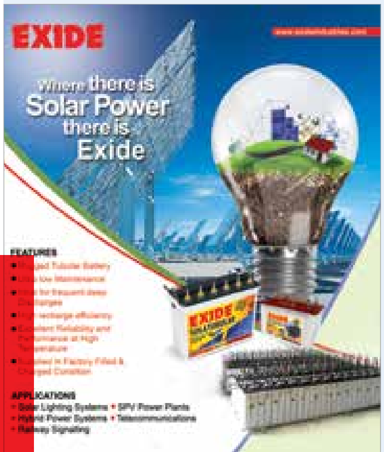
MNC Customers

NISSAN
HYUNDAI
HONDA
FIAT
GM
HONDA
RENAULT
TOYOTA

Domestic Customers

Mahindra
TATA
Hero
ASHOK LEYLAND
ROYAL ENFIELD
MARUTI SUZUKI
TVS
BAJAJ

INDUSTRIAL DIVISION



Railways
> VRLA batteries for train lighting and air-conditioning
> Flooded batteries for electric and diesel locomotives
> Stationary applications

Telecom
> Advanced AGM VRLA batteries
> Tubular Gel VRLA batteries

Solar
> Solatron – Tubular Gel VRLA
> Solatubular – Premium tall tubular batteries
> Solar Blitz – Tubular flooded range
> Solar hybrid inverters
> Solar PV modules
> Solar charge controllers
> Solar Power Pack – DC and AC models

Power and infrastructure projects
> Exide Tubular standby batteries (HDP and NDP)
> Exide TBS Tubular batteries
> Exide Planté – A byword for reliability
> Futuristic Exide Gel Tubular batteries
> Exide 2V range of VRLA batteries
> GroE Products

Exide IUPS range
> SMF Small VRLA – Exide PowerSafe Plus Range
> SMF Medium VRLA – Exide Power-safe Plus and NXT Range
> Tubular Gel VRLA – Exide PowerSafe XHD Range
> Flooded Tubular – EL /EL+ Range

Chloride IUPS range
> SMF VRLA – Chloride SafePower CS7-12

Miners' caps lamps
> Smartlite - LED
> Exide Oldham GT Miners Cap Lamps

Traction
> Exide HSP and GenX range of traction batteries and accessories

MNC Customers

Jungheinrich, KION Group, Ericsson, Eaton, Alcatel, Delta, Cipla, Socomec, ABB, Schneider Electric, Hitachi, Komatsu, Emerson, Mitsubishi Electric, GE

Domestic Customers

Godrej, Tata Steel, Larsen & Toubro, BSNL, NTPC, Finolex, AVO, BHEL, Indus Towers

ENRICHING OUR SERVICES SPECTRUM

Our responsibility towards our customers extends beyond the sale of a product. We offer comprehensive solutions in equipment selection, battery sizing, optimum room layout, installation, operation and maintenance. Additionally, we have a sizeable distribution and service network that is always in step with changing requirements of customers.

EXIDE CARES

The Exide service ecosystem is comprehensive in its ability to gauge battery lifecycles, along with maintenance and replacement concerns. Our objective is to make owning a battery a convenient and hassle-free experience.

A call centre and an app-based ecosystem makes Exide Care a unique service platform through which one can register for paperless warranty, purchase new battery and avail battery emergency or regular battery service. The Exide Batmobile Free Battery Emergency Service is a benchmark in the industry and is a proof of Exide's commitment to serve consumers.

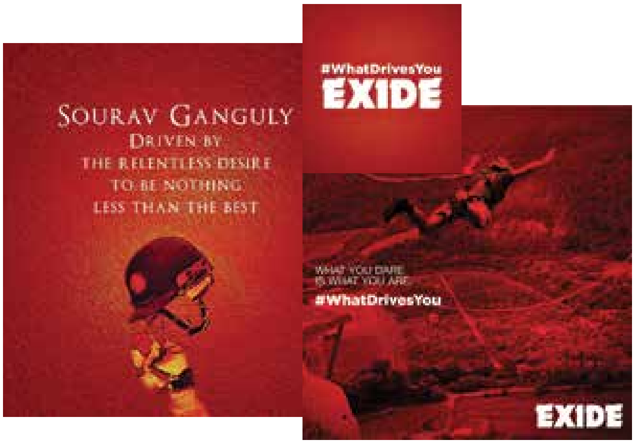
DEALERS MATTER

A pan-India network of channel partners and tertiary distributors and retailers are integral to the ecosystem. This network covers every segment in the category reaching out to consumers in every nook and corner of the country. We strengthened our third-party channel network during the year, partnering leading auto brands so that their showrooms stock up on Exide batteries.

We support our dealers every step of the way since they are a crucial cog in the wheel. We undertake a rigorous assessment exercise before appointing new dealers, ensuring that we have presence across India.

RE-IMAGINING OUR EXIDE AS AN AGILE BRAND

As a large-category defining brand, we always focus on bringing differentiation in the market to keep the conversation alive, expand outreach and build recall.



FROM 'INDIA MOVES ON EXIDE' TO '#WHATDRIVESYOU'

Consumers in the new millennium identify and resonate with brands that spark curiosity and think beyond conventional notions of branding. Therefore, our brand communication attempts to be unique in order to rebuild, rekindle and reenergise the dialogue with customers.

Our journey from 'India Moves on Exide' to #WhatDrivesYou captures the youthful agility of our brand. #WhatDrivesYou works at two levels: first, Exide, with a new range of product technologies, ensures a smooth drive for the consumer from one point to another, fulfilling its core functional promise; second, the expression celebrates the relentless passion, drive and sense of self-empowerment in contemporary India and Exide.

We speak to a wide and diverse audience and multiple stakeholders at the same time. Our objective is to create a uniform tone of voice and brand personality with a simple yet contemporary allure that works across different categories and media.

We leveraged the social media and other digital and mobile communication tools to sustain the buzz around our new brand narrative. The year-round conversation was also largely driven by strategically positioned outdoor assets in top 12 cities and ~35 markets. In-shop merchandising and signages across offices, shops and other dealer outlets were spruced up to convey the message of a contemporary and agile enterprise.

Other levers include television films and point-of-sale visibility. We were also associated with multiple youth-focused events and sports franchises to draw young, aspirational customers into the fold. It was important that we maintain vibrancy and uniformity in the voice and personality of the brand across different product categories and media platforms.

Digital dealer connect

Across an expansive dealer network, we shifted from traditional channels to the digital communication medium. In keeping with our key objective of reaching a wider audience, we stepped up the usage of customised digital dealer and sub-dealer apps.

We conducted a product visibility campaign at the sub-dealer level, in which the sub-dealers were required to upload pictures of their outlets and how Exide batteries are displayed in them, gaining traction for the app.

EMBEDDING BEST PRACTICES ACROSS THE BOARD

The industry in which we operate is transforming like never before with far-reaching implications in terms of technology adoption, quality benchmarks attained, and manufacturing capabilities accomplished. We are progressing in step with this fast-paced rate of evolution; and we believe these best practices are crucial to sustain our industry leadership.

NEW PRODUCT DEVELOPMENT

Our Research and Development (R&D) team is crucial for developing new products, designing cutting-edge products and instilling world-class manufacturing techniques. The team represents a beautiful blend of youth and experience.

Our product development initiatives offer the most advanced energy storage solutions at cost-effective prices. We are also accelerating our efforts to acquire, plan and implement production capabilities of Ultra battery for energy storage and automotive use and the EFB technology for Bharat VI automobiles, among others.

Product development cycle

DESIGN AND BUILD

- Develop value-engineered products with advanced tools and software
- Consult technology majors and professional experts for collaborations
- Benchmark against peers to analyse and bridge gaps
- Adopt industry-best production technology for consistency in quality

VALIDATION

- Simulate field failures at the design stage with Finite Element Analysis (FEA) software
- Simulate field application conditions in the bench at the prototype stage
- Conduct extensive field validation at the bulk trial stage

INTRODUCTION AND FEEDBACK

- Monitor new products
- Draw constant feedback on new applications and market challenges with the help of the service team

MANUFACTURING MUSCLE

We work out of facilities in many locations, complemented by a dense distribution and service network that reduces time-to-market and enhances product availability even in remote regions. We consistently introduce new processes and equipment that rationalises costs and optimises raw material productivity. Our experienced workers relentlessly upgrade their domain knowledge through round-the-year training opportunities.

The result is that Exide is always the first in ushering in emerging concepts and technologies that extend product life and efficiency, fulfilling unstated customer requirements. Some of the initiatives undertaken during the year comprise:

- **Improving storage efficiency and lifespan** through Battery Management Systems that would enable the installed storage solutions to function in their optimal operating zones
- **Achieving high-power recharges** to address the markets for traction batteries, harnessing renewable energy and BESS, leveraging the Tubular Gel technology
- **Rationalising costs** through automating production processes, optimising the passive components, eliminating redundancies, minimising process cycle times and substituting imports without compromising quality
- **Recycling batteries** by improving the quality of the recycled lead

QUALITY MINDSET

Quality is a prerequisite for a reliable, efficient and effective supply chain. It is critical to have in place a structured mechanism that ensures key values of quality are embedded into the business framework. Our Total Quality Management models (or what is now known as 'Business Excellence Models') assess the organisation's fundamentals, its strengths and its areas of improvement – leading to sustainable and measurable outcomes. These models reflect our capabilities and help us gauge our level of excellence.

Key tools and initiatives include Total Productive Maintenance (TPM) to improve plant efficiencies; Quality Circles to develop competencies and confidence among our people; Lean Six Sigma to streamline the operational matrix and add value to the chain; Kaizen to introduce incremental changes in processes and work standards; and 5S instil discipline in manufacturing.

51
Lean Six Sigma projects held

4,417
Kaizen implemented

239
Quality Circle projects completed

NURTURING OUR CAPABILITIES

Our empowered talent pool is the biggest drivers of our brand. Developing talent and meritocracy remains at the heart of Exide. Leadership development and learning is a continuous process at every level of the organisation.

Exide innovation challenge

You did it

Industrial Product training

With clear targets and coaching on performance, together with development plans, teams are encouraged to contribute to Exide's success and their own personal development.

Our HR priority is to attract, recruit, develop and retain specialists from diverse backgrounds. A clear testament of our efforts lies in the fact that 95 per cent of high-performing talent was retained during the year.

EFFICIENCY

> We are optimising resource allocation by ushering in greater processes and automation that drive continuous improvement.

> We are enhancing transparency in our performance management system, specifying KRAs for all departments and cascading goals across the organisation.

> We are emphasising on enhancing the productivity of our factory workers and sales team, categorising them on the basis of their performance and potential.

DEVELOPMENT

> Our training academies help our employees build specific skill sets; each training programme extends over three years. We are cascading the academic modules across subsidiaries as well.

> We are creating a strong middle management team and nurturing technical specialists, to reinforce our talent pipeline and enrich our R&D expertise. To that end, we made some critical mid-level leadership hires during the year.

> We conduct the Exide Innovation Challenge, offering a unique opportunity to bright Indian Business-school students to improve their skills in strategy planning and implementation. Our experienced leaders' mentor, support and guide all participating teams.

> We are instituting development programmes for our management trainees and specialist talents; while also fostering an in-house faculty team to further empower our people.

WELFARE

> We are bringing increased transparency and objectivity in our policies, rewards and remunerations systems; such as methodologies and parameters for measuring performance, calculating increments and bonuses; administering compensation and benefits and so on.

> We are initiating our employees into the SAP Success Factors portal – a holistic cloud-based human resource management system that spans everything from payroll to employee engagement.

> Our quarterly employee magazine keeps everyone apprised of the key internal and external developments at Exide.

> We are exploring more channels for open communication. We conduct an annual open house with the senior management, known as 'You Did It'. We also conduct an annual strategy meet with the entire leadership team. We are initiating bi-yearly EXCOM meetings with high-potential as well as specialist talents. We are also introducing bi-yearly Town Halls at the regional and factory levels. We are launching an online platform wherein employees can chat with the senior leaders.

CULTURE

> We continue to intensify our efforts to sustain harmonious industrial relations. We registered zero downtime in operations during the reporting year.

> We institutionalised a coaching culture among the entire senior management, as we recognise this as a 'must-have' capability for future-ready organisations. Coaching approach builds empowerment, openness and risk-taking ability in teams and creates a mature culture. We will take this initiative deeper into the organisation in the years to come.

CREATING EXTRA MILEAGE FOR COMMUNITIES

In today's business scenario the expectation, both internally and externally, is to leverage and create extra mileage for all stakeholders. Thus, excellence is all about notching it up and going that extra mile! This surreal truth had inspired us and is the key mantra for all our CSR teams to be the change agent and influence greater inclusive growth for our communities.

Total CSR spend

A sum of Rs. 1,921.89 lakh was invested in FY 2018-19 in diversified CSR projects across all our locations as against the stipulated requirement of Rs. 1,898.22 lakh.

INTERVENTIONS THAT PROVIDED SUSTAINED MILEAGE FOR SOCIAL WELFARE

Together our CSR teams, across all the nine manufacturing units, pitched in with several successful interventions among communities at their adjoining areas, along with the centrally driven nationalised projects. In line with our current CSR strategy, one of the thrust area identified for the year was the creation of necessary infrastructure for primary education institutions at the vicinity across all locations. Investment in myriad projects ensured a conducive environment for education for the children from underprivileged backgrounds during their formative years.

One of the significant projects that was established during the year was 'Exide – Savitribai Phule Pune University Centre of Excellence in Energy Storage'. The unique training centre, related to batteries and allied energy storage industry, was inaugurated and instituted on October 26, 2018 under the auspices of School of Energy Studies. The Centre would offer certificate and diploma courses in energy storage opening up new career paths for aspiring students and also help to enhance knowledge of the existing industry manpower. The Centre is one of its kind in the country and looks forward to bridging the demand-supply gap for trained manpower.

In the sustainable model development segment, substantial educational projects continued with great vigour with various organisations such as the Child in Need Institute (CINI), India Sponsorship Committee, Haltu Arya Balika Vidyalay (High) and YUVA Unstoppable. At the Bagthalla School in Haryana with YUVA Unstoppable, solar power and smart classes were introduced along with improvement of essential infrastructures. Additionally, special educational and behavioural change trainings prompted the award winning project become a highly acclaimed and replicable model.

Investment for healthcare interventions formed another noteworthy contribution towards community benefits. Big ticket projects were implemented through Diabetic Association of India, Society for the Rehabilitation of Paraplegics, Marrow Donor Registry (India) and Indian Cancer Society. Through our signature initiative 'Exide Heals on Wheels', key contributions were made to provide health benefits to the vulnerable communities around our Chinchwad (Maharashtra) plant. Laying covered pipelines to sanitise the community sewage channel systems has transformed the health and sanitation condition for the adjoining communities around the Ahmednagar (Maharashtra) plant.

The community solid waste management programme at Hosur (Tamil Nadu) for the adjoining village is a private public partnership initiative. The project lifecycle would consist of collection, segregation, reuse/recycling and appropriate disposal of community solid waste. It is phased over a few years to fully implement and stabilise an effective and impactful solid waste management system for the community.

In Maharastra, the tailoring project driven by the Taloja team for the tribal women has gained a sustained impact. They have been able to establish their small businesses in making and selling cloth bags and basic garments to earn a descent livelihood. In Haryana, the Bawal team has established the school bus project that enables girl students from several remote villages to revive or continue their studies in schools and colleges in the town area. At Chinchwad in Maharastra and at Kolkata in West Bengal, the Company has helped adolescent girl students of few Government High Schools transform their menstrual health and hygiene with the help of sanitary napkin vending machines and health awareness camps. Self-defence classes for young girl students in Kolkata empowers them to combat any untoward situations.

'PROJECT JYOTIRMAY' ENABLES EXIDEIAN VOLUNTEERS GO THE EXTRA MILE

This year an organisation-wide employee volunteering programme established the initiation of an era of individual contributions for the greater good of the community by Exideians. The engagement activities brought together nearly 1,400 volunteers, mostly consisting of our employees and myriad others walking the extra mile for community welfare projects. Initiatives like blood donation camps, energy saving and waste recycling activities, science model making, organ donation and pledge workshops, distribution of winter wears for students, AIDs awareness camps for vulnerable groups, solid waste collection drive and community campaign against the use of plastics brought significant benefit for the target communities.

VIVARTAN: EXTRA MILEAGE, EMPOWERMENT AND ACCOLADES

The year culminated with the advent of 'Vivartan 2019', initiated to institutionalise an offbeat empowerment proposition of the sorts. The event was created as a platform to support empowerment and inclusiveness, to nurture and enable showcasing the talents of children, women and young people with disability from vulnerable backgrounds. It was a celebration of talents beyond any limitations and provided recognition to people for what they have truly achieved. Besides, the event also aimed at institutionalisation of the CSR Annual Awards, which rewards and recognises our CSR Champions and best projects during the annual event.

Overall, FY 2018-19 was a fulfilling year with the consolidated efforts for high impact sustainable and inclusive development in our larger communities, initiation and establishment of some path-breaking projects and finally being the recipient of the citation for Commendation for Significant Achievement in Corporate Excellence under the auspices of CII-ITC Sustainability Awards 2018. All put together the year stabilised our path for the continued journey of excellence.

MOMENTS WE CHERISH

GLOBAL SAP INNOVATION AWARD 2019
Global Industry Disruptor category

SAP

Corporate Office

CII PRODUCTIVITY AWARD 2018
Champion in Sustained Category

Confederation of Indian Industry (CII)

Haldia Factory

CII-ITC SUSTAINABILITY AWARD 2018
for Significant Achievement in Corporate Excellence

CII-ITC Centre of Excellence for Sustainable Development

Corporate Office

DUN & BRADSTREET CORPORATE AWARDS 2018

Dun & Bradstreet India

Corporate Office

QUALITY LEADERSHIP AWARD 2018

Quality Circle Forum of India (QCFI)

Corporate Office

EMERGING LEADER AWARD 2018
Excellence in Operations Management

CII Business Excellence

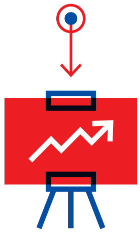
Chinchwad Factory

NCQC AND CCQC AWARDS 2018

Quality Circle Forum of India (QCFI)

Ahmednagar, Bawal, Chinchwad, CML, Haldia, Haridwar, Hosur, Roorkee, Shamnagar, Taloja

10-YEAR PERFORMANCE



(Rs. in crores)

	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16#	2016-17#	2017-18#	2018-19#
Sales (Net)	3,794	4,554	5,107	6,071	5,964	6,866	6,848	7,583	9,186	10,588
Operating Profit	893	903	687	790	825	917	1,026	1,082	1,241	1,411
Profit Before Tax (before exceptional item)	811	893	645	742	723	798	908	976	1,048	1,130
Taxation	274	274	184	219	236	252	284	282	338	395
Net Profit	537	666	461	523	487	546	624	694	668	844
Cash Profit	618	750	562	636	613	685	782	900	914	1,158
Earnings Per Share (Rs.)	6.32	7.84	5.43	6.15	5.73	6.42	7.35	8.16	7.86	9.93
Dividend Payout*	95	140	145	156	178	220	243	243	246	246

BALANCE SHEET										
Net Fixed Assets	685	874	967	1,028	1,025	1,168	1,451	1,687	2,192	2,552
Investments	1,335	1,378	1,555	1,640	1,967	1,896	2,698	2,674	1,969	2,199
Current Assets	912	1,329	1,547	1,856	1,941	2,317	1,989	2,414	3,236	3,421
Total Assets	**2,932**	**3,581**	**4,069**	**4,524**	**4,933**	**5,381**	**6,138**	**6,775**	**7,397**	**8,172**
Loans	90	2	-	-	-	18	103	170	-	-
Current Liabilities	593	796	954	1,027	1,120	1,205	1,397	1,486	1,867	2,010
Subtotal	683	798	954	1,027	1,120	1,223	1,500	1,656	1,867	2,010
Deferred Tax Liability	59	68	83	98	105	126	127	155	141	175
Net Worth	2,190	2,715	3,032	3,399	3,708	4,032	4,511	4,964	5,389	5,987
Total Liabilities	**2,932**	**3,581**	**4,069**	**4,524**	**4,933**	**5,381**	**6,138**	**6,775**	**7,397**	**8,172**
Book Value Per Share (Rs.)**	25.76	31.94	35.67	39.99	43.62	47.44	53.07	58.40	63.40	70.44
Return on Net Worth (%)	44.1	30.4	17.0	17.2	14.3	14.7	15.5	15.4	13.5	15.7

*including Dividend Distribution Tax

** At same per value of share

Figures mentioned against FY 2015-16 , FY 2016-17, FY 2017-18 and FY 2018-19 are in accordance with the provisions under Ind-AS.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Bharat D. Shah
Chairman & Independent Director

Mr. R. B. Raheja
Vice-Chairman & Non-Executive Non-Independent Director

Mr. Gautam Chatterjee
Managing Director & Chief Executive Officer

Mr. Subir Chakraborty
Deputy Managing Director

Mr. Nawshir H. Mirza
Independent Director

Mr. Vijay Aggarwal
Independent Director

Mr. Sudhir Chand
Independent Director

Ms. Mona N. Desai
Independent Director

Mr. Surin Kapadia
Independent Director

Mr. A. K. Mukherjee
Director- Finance & Chief Financial Officer

Mr. Arun Mittal
Director- Automotive

SECRETARY

Mr. Jitendra Kumar

AUDIT COMMITTEE

Mr. Nawshir H. Mirza, Chairman

Mr. Vijay Aggarwal

Ms. Mona N. Desai

Mr. Sudhir Chand

Mr. Surin Kapadia

NOMINATION AND REMUNERATION COMMITTEE

Mr. Vijay Aggarwal, Chairman

Ms. Mona N. Desai

Mr. Sudhir Chand

Mr. R. B. Raheja

Mr. Surin Kapadia

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Mr. Sudhir Chand, Chairman

Mr. Gautam Chatterjee

Mr. Subir Chakraborty

SHARE TRANSFER COMMITTEE

Mr. Gautam Chatterjee, Chairman

Mr. A. K. Mukherjee

Mr. Subir Chakraborty

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Bharat D. Shah, Chairman

Mr. Sudhir Chand

Mr. Gautam Chatterjee

Mr. Subir Chakraborty

RISK MANAGEMENT COMMITTEE

Mr. Surin Kapadia - Chairman

Mr. Gautam Chatterjee

Mr. Subir Chakraborty

Mr. A. K. Mukherjee

Mr. Arun Mittal

BANKING OPERATIONS COMMITTEE

Mr. Gautam Chatterjee, Chairman

Mr. A. K. Mukherjee

Mr. Subir Chakraborty

EXECUTIVE COMMITTEE

Mr. Gautam Chatterjee

Mr. A. K. Mukherjee

Mr. Subir Chakraborty

Mr. Arun Mittal

Mr. Arnab Saha

Dr. Dipak Sen Choudhury

Ms. Nupur Roy Choudhury

Mr. Avik Roy

Mr. Ranjan Sarkar

Mr. Jitendra Kumar

STATUTORY AUDITORS

B S R & Co. LLP
Chartered Accountants
Godrej Waterside, Unit No. 603
6th Floor, Tower – 1, Plot No.5
Block - DP, Sector – V, Salt Lake
Kolkata 700 091, India

COST AUDITORS

M/s Mani & Co.
Cost Accountants
"Ashoka"
111, Southern Avenue
Kolkata -700 029

SECRETARIAL AUDITOR

M/s A. K. Labh & Co.
Company Secretaries
40, Weston Street 3rd Floor,
Kolkata 700 013

BANKERS

State Bank of India

Standard Chartered Bank

Citibank N.A.

The Hongkong and Shanghai Banking Corporation Limited

BNP Paribas

HDFC Bank Limited

Deutsche Bank AG

ICICI Bank Limited

Axis Bank Limited

Yes Bank Limited

IDBI Bank Limited

RBL Bank Limited

Bandhan Bank Limited

REGISTRAR AND SHARE TRANSFER AGENT

C B Management Services (P) Ltd.
P-22, Bondel Road, Kolkata- 700 019
Phone: (033) 4011-6700/6729
Fax: (033) 4011 6739
CIN: U74140WB1994PTC062959
E-mail: rta@cbmsl.com
Website: www.cbmsl.com

REGISTERED OFFICE

EXIDE HOUSE
59E, Chowringhee Road,
Kolkata- 700 020
Phone: (033) 23023400/2283-2118/2171
Fax: (033) 22832637
CIN: L31402WB1947PLC014919
E-mail: exideindustrieslimited@exide.co.in
Website: www.exideindustries.com

Notice of the 72nd Annual General Meeting

NOTICE is hereby given that the 72nd Annual General Meeting of the Members of the Company will be held at Kala Mandir, 48, Shakespeare Sarani, Kolkata – 700 017 on Saturday, 3rd day of August, 2019 at 10.00 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, 2019 and the Reports of the Directors and the Auditors thereon.

2. To confirm the payment of interim dividend and to declare final dividend on equity shares for the financial year ended 31st March, 2019.

3. To appoint a director in place of Mr. Subir Chakraborty (having DIN: 00130864) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. 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 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), remuneration of Rs. 9,00,000/- (Rupees Nine Lakh only) plus out of pocket expenses and applicable taxes, payable to M/s Mani & Co., Cost Accountants (Registration no. 000004) who have been appointed by the Board of Directors as Cost Auditors for audit of the Cost Records of the products manufactured by the Company for the financial year ending 31st March, 2020, be and is hereby ratified."

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149(10), 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, as amended ("the Act"), The Companies (Appointment and Qualification of Directors) Rules, 2014, the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") (including any statutory modifications or re-enactment(s) thereof for the time being in force), Ms. Mona N Desai (DIN:03065966), who has given her consent for the re-appointment and has submitted a declaration that she meets the criteria for independence as provided under the Act and the SEBI Listing Regulations and who is eligible for re-appointment, and whose re-appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five (5) consecutive years till 21st July, 2024."

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149(10), 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended ("the Act"), The Companies (Appointment and Qualification of Directors) Rules, 2014, the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") (including any statutory modifications or re-enactment(s) thereof for the time being in force), Mr. Sudhir Chand (DIN:01385201), who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence as provided under the Act and the SEBI Listing Regulations and who is eligible for re-appointment and whose re-appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, for a second term of three (3) consecutive years till 21st July, 2022."

7. To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special 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 re-appointed as the Managing Director and Chief Executive Officer of the Company for a further period of 2 (two) years with effect from 1st May, 2019 upto 30th April, 2021 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 of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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. Subir Chakraborty (having DIN: 00130864) be and is hereby appointed as the Deputy Managing Director of the Company for a period of two (2) years with effect from 1st May, 2019 upto 30th April, 2021 on such 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 Deputy Managing Director of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company, 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 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. Arun Mittal (holding DIN: 00412767) be and is hereby re-appointed as Whole -time director, designated as Director - Automotive of the Company for a further period of five (5) years with effect from 1st May, 2019 upto 30th April, 2024 on such 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 of Directors of the Company, 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 19th July, 2016 and pursuant to the provisions of Sections 149, 197, 198 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 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. 1,75,00,000/- (Rupees One Crore Seventy Fifty lakh only) per annum, with effect from 1st April, 2019, 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 of Directors of the Company, including any Committee thereof, be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution."

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

"**RESOLVED THAT** subject to the approval of the shareholders and pursuant to Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the Memorandum and Articles of Association of the Company and subject to such other permission and approvals as may be required, consent of the Company be and is hereby accorded to the Board of Directors of the Company ('the Board') to sell, mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company in such form and manner and on such terms and conditions as may be determined, on all or any of the movable or immovable properties of the Company, wherever situated, both present and future, in favour of one or more Bank(s)/Financial Institution(s) or any lending agencies, for securing the borrowings and/or facilities availed/to be availed, together with interest, all other costs, charges and expenses and other moneys payable by the Company to the concerned Bank(s)/Financial Institution(s)/lender(s), up to the limits approved under Section 180(1)(c) of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, to execute all such documents, instruments, agreements and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted/to be constituted by the Board and/ or any Member of such Committee with power to the said Committee to sub-delegate its powers to any of its Members for the purpose of giving effect to the aforesaid Resolution."

By Order of the Board

Sd/-
Jitendra Kumar
Company Secretary and
EVP – Legal & Administration
ACS No. 11159

Place : Mumbai
Date : 30th April, 2019

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 fifty (50) and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent 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.

d. The Register of Members and Share Transfer Books of the Company will remain closed from 27th July, 2019 to 3rd August, 2019 (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 26th July, 2019 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 26th July, 2019. The dividend declared at the Annual General Meeting shall be paid within thirty (30) days of declaration.

e. Information relating to the Directors retiring by rotation and seeking re-appointment/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. Pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Company at its 70th Annual General Meeting held on 27th July, 2017 appointed M/s. B S R & Co. LLP, Chartered Accountants (ICAI Registration No.: 101248W/ W-100022) as the Statutory Auditors of the Company for five consecutive years, i.e. till the conclusion of 75th Annual General Meeting, subject to ratification at every Annual General Meeting in between.

The Ministry of Corporate Affairs (MCA) vide notification no. S.O. 1833(E) effective from 7th May, 2018 and pursuant to Companies (Amendment) Act, 2017 has dispensed the requirement of ratification of appointment of statutory auditors by the members of the Company at every annual general meeting.

In view of the above, the resolution relating to ratification of appointment of statutory auditors does not form part of this Notice and has not been placed before the members at this AGM.

g. Please note that pursuant to Section 124(5) of Companies Act, 2013, final dividend for the financial year ended 31st March, 2012 which remains unpaid or unclaimed, will be due for transfer to the Investors Education and Protection Fund of the Central Government on 27th August, 2019. Particulars of shareholders who have not encashed their dividend warrants from the financial year ended 31st March, 2012 onwards are available on the Company's website at http://www.exideindustries.com/investors/unclaimed-dividends.aspx 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.

h. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 **(the "IEPF Rules")** as amended, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall have to be transferred by the Company to the designated Demat account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account.

The Company had sent individual notices and also advertised in the newspapers seeking action from the Members who have not claimed their dividends for seven consecutive years or more.

Accordingly, the Company has transferred such unpaid or unclaimed dividends and corresponding shares upto the Interim Dividend for the Financial Year ended 31st March, 2012. Members/claimants whose shares, unclaimed dividend, have been transferred to the IEPF Demat Account or the Fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF-5 (available on http://www.iepf.gov.in) along with requisite fee as decided by the IEPF Authority from time to time. The Member/claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

The Company will be transferring the Final Dividend and corresponding shares for the Financial Year ended 31st March, 2012 and the Interim Dividend and corresponding shares for the Financial Year ended 31st March, 2013 which is due as on 27th August, 2019 and 24th November, 2019 respectively. Members are requested to ensure that they claim the dividends and shares referred above, before they are transferred to the said Fund. Due dates for transfer of Unclaimed Dividend to IEPF are provided in the Report on Corporate Governance.

Details of shares/shareholders in respect of which dividend has not been claimed, are provided on our website at https://www.exideindustries.com/investors/unclaimed-dividends.aspx. The shareholders are therefore encouraged to verify their records and claim their dividends of all the earlier seven years, if not claimed.

i. Members holding shares in physical form are requested to notify/send the following particulars to the Company or its Registrars to facilitate better service:-

    i. Bank account details i.e. Name of the Bank, Branch address, Bank Account No., IFSC code, MICR no. and Place with PIN code no., in case the same have not been sent earlier;

    ii. Any change in their address/bank details; and

    iii. 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.

j. 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.

k. The Securities and Exchange Board of India (SEBI), vide its Circular No. SEBI/LAD-NRO/ GN/2018/24 dated 8th June, 2018, amended Regulation 40 of SEBI Listing Regulations pursuant to which after 31st March, 2019, transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository.

l. 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 Registrars and Share Transfer Agent.

m. 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 email 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.

n. 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 email address are registered 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 who have not registered their e-mail address with the Company or Depository Participant(s).

o. 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.

p. 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] 4011 6700/40116725/40116729/4

0116742; Fax No. [033] 40116739; email id: rta@cbmsl.com) for reply to their queries/redressal of complaints, if any, or contact Ms. Seema Bajaj/Ms. Atreyee Mukherjee at the registered office of the Company (Phone [033] 23023400, Email: cosec@exide.co.in).

q. 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 and at the 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.

r. **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 National Securities Depository Limited (NSDL).

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 **Wednesday, 31st July, 2019 at 9.00 A.M.** and ends on **Friday, 2nd August, 2019 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. 26th July, 2019) may cast their vote electronically. The remote e-voting module shall be disabled by NSDL 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/electronic voting system shall be made available at the AGM on 3rd August, 2019 and the members as on the "cut-off date" i.e. 26th July, 2019, 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 polling paper/electronic voting system.

The results on the resolutions will be declared not later than 24 hours of conclusion of the AGM i.e. 4th August, 2019 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 NSDL at www.evoting.nsdl.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:

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/

with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares

for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

III. Any person who acquires shares and become Member after despatch of Notice of 72nd AGM and holds shares as of the cut-off date of 26th July, 2019 may obtain the password 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 polling paper/electronic voting system. 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

Sd/-
Jitendra Kumar
Company Secretary and
EVP – Legal & Administration
ACS No. 11159

Place : Mumbai
Date : 30th April, 2019

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

Item No. 4

The Board of Directors at its meeting held on 4th February, 2019 appointed M/s Mani & Co., Cost Accountants to audit the cost records of the products manufactured by the Company for the year ending 31st March, 2020. At the same meeting, the Board of Directors approved a remuneration of Rs. 9,00,000/- (Rupees Nine Lakh only) plus out of pocket expenses and applicable taxes payable to M/s. Mani & Co., 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. Mani & Co., Cost Accountants, for conducting the cost audit for the year 2019-20, 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.4 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.4 of the Notice.

Item Nos. 5 & 6

Pursuant to the provisions of Companies Act 2013, Ms. Mona N Desai and Mr. Sudhir Chand were appointed as Independent directors on the Board of the Company for five consecutive years (first term) with effect from 22nd July, 2014 upto the conclusion of the Annual General Meeting (AGM) to be held in the calendar year 2019.

Pursuant to section 149 of the Companies Act 2013, an Independent director shall hold office for a term upto five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a Special Resolution by the company. Further, no independent director shall hold office for more than two consecutive terms.

The performance of the Independent Directors was evaluated by the entire Board of Directors (excluding the Director being evaluated) on the basis of a structured questionnaire which was prepared after taking into consideration inputs received from the Directors covering various aspects of the Board's functioning and its Committees, Board culture, execution and performance of specific duties, commitment, contribution, integrity, obligations and governance.

Accordingly, the Nomination & Remuneration Committee and the Board of Directors of the Company at their meetings held on 30th April 2019, have recommended the re-appointment of Ms. Mona N Desai as Independent Director for a second term of five consecutive years from conclusion of this AGM till 21st July, 2024.

Mr. Sudhir Chand will attain the age of seventy five years on 21st August, 2022. In order to align with the spirit of regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 30th April 2019 have recommended the re-appointment of Mr. Sudhir Chand as Independent Director for a second term of three consecutive years from the conclusion of this AGM till 21st July, 2022.

Both the above Independent Directors have consented to their re-appointment and confirmed that they do not suffer from any disqualifications which stand in the way of their re-appointment as Independent Directors.

The Company has also received a declaration from the above Independent Directors that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI Listing Regulations. They have further affirmed that they are not debarred from holding the office of an Independent director by virtue of any SEBI order or any other such Authority. In the opinion of the Board, Ms. Mona N Desai and Mr. Sudhir Chand fulfils the conditions specified in the Act and rules made thereunder for their re-appointment as Independent Director of the Company and are independent of the management.

The Board of Directors took on record the declaration and confirmation submitted by the Independent Directors under regulation 25(8) of SEBI Listing Regulations after undertaking due assessment of the veracity of the same.

Pursuant to section 160 of the Companies Act, 2013 (the Act), they have offered themselves for re-appointment proposing their re-appointment as Directors. A copy of the draft letter for re-appointment of the Independent Directors setting out the terms and conditions of their re-appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than public holidays between 11.00 A.M. and 1.00 P.M. upto the date of AGM and also at the Meeting.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as an Independent

Director. Accordingly, considering their overall contribution, knowledge, expertise, experience, performance and fitness, the Board approved the proposal for their re-appointment and recommends the resolutions as set out in Item Nos. 5 and 6 of the Notice for approval of the Members by way of Special Resolution.

Brief particulars of Ms. Mona Desai and Mr. Sudhir Chand as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Notice.

Ms. Mona Desai and Mr. Sudhir Chand hold 78,666 and 18,872 Equity shares respectively in the Company and hence are interested in resolution set out at Item No. 5 & 6 of the Notice with regard to their re-appointment respectively. They are not related to any Director of the Company or Key Managerial Personnel of the Company in any way.

The details relating to number of Meetings of the Board attended during the year and other Directorships, Membership/ Chairmanship of Committees of other Boards, the remuneration last drawn have been disclosed in the Corporate Governance Report. They shall be entitled to sitting fees for attending meetings of the Board and Committees thereof and annual commission on net profits as may be approved by the Nomination and Remuneration Committee and / or the Board of Directors of the Company, from time to time.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than the concerned Independent Directors are in anyway deemed to be concerned or interested in, financially or otherwise, in the Resolutions as set out in Item Nos. 5 and 6 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 and Secretarial Standard on General Meetings (SS-2) of ICSI.

Item No. 7

At the 69th Annual General Meeting of the Company held on 19th July, 2016, the Members approved the appointment of Mr. Gautam Chatterjee as Managing Director & Chief Executive Officer, for a period of three (3) years with effect from 1st May, 2016 upto 30th April, 2019.

Mr. Chatterjee joined the services of the Company in 1982 and was appointed a Whole-time director (designated as Director–Industrial) on 13th May, 1996. He became the Joint Managing Director & CEO of the Company with effect from 1st May, 2013 till 30th April, 2016 and was heading the automotive and submarine battery business of the Company.

Considering the vast experience and commendable 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 30th April, 2019, have re-appointed Mr. Gautam Chatterjee as the Managing Director and Chief Executive Officer of the Company for a further period of two (2) years with effect from 1st May, 2019 upto 30th April, 2021, subject to the approval of the Members at the 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, 2019 are set out below:

Terms & Conditions of Service	Mr. Gautam Chatterjee
Salary	Rs. 11,07,480/- 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 24 month's basic 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 two (2) years with effect from 1st May, 2019 to 30th April, 2021.

Terms & Conditions of Service	Mr. Gautam Chatterjee
Other terms and conditions:	
Perquisites	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. 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. 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. 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. 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.
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 and also at the Meeting.

Mr. Gautam Chatterjee, who was appointed as Managing Director & CEO to hold office upto 30th April, 2019 will attain the age of 70 years on 25th February, 2020 and hence continuation of his employment as Managing Director & CEO pursuant to section 196(3) and Schedule V of the Act requires the approval of members by way of Special Resolution.

The Board considers the re-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 as a Special Resolution.

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 holds 10,000 Equity Shares in the Company and is not related to any Director or Key Managerial Personnel of the Company in any way.

The details relating to number of Meetings of the Board attended during the year and other Directorships, Membership/ Chairmanship of Committees of other Boards, the remuneration last drawn have been disclosed in the Corporate Governance Report.

Except Mr. Gautam Chatterjee 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 resolution as set out in 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 and Secretarial Standard on General Meetings (SS-2) of ICSI.

Item No. 8

Mr. Subir Chakraborty joined the services of the Company in 1996 and was appointed a Whole-time director (designated as Director – Industrial) with effect from 1st May, 2013.

At the 68th Annual General Meeting of the Company held on 31st July, 2015, the Members approved the variation in terms of appointment of Mr. Subir Chakraborty as Whole-time director (designated as Director-Industrial), for a period of five (5) years with effect from 1st May, 2015 upto 30th April, 2020. Later on, he was designated as Director-Automotive in the year 2016 and inter-alia assumed the responsibility of 'Automotive SBU' of the Company.

Considering the vast experience and commendable services rendered by Mr. Chakraborty during his tenure, the Board of Directors of the Company upon the recommendation of Nomination & Remuneration Committee, at its meeting held on 30th April, 2019, have appointed Mr. Subir Chakraborty as the Deputy Managing Director of the Company for a period of two (2) years with effect from 1st May, 2019 upto 30th April, 2021, 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. Subir Chakraborty as Deputy Managing Director with effect from 1st May, 2019 are set out below:

Terms & Conditions of Service	Mr. Subir Chakraborty
Salary	Rs. 4,86,875/- 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 24 month's basic 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 of Automotive and Industrial business operations 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 by the Managing Director and CEO.
Period	For a period of two (2) years with effect from 1st May, 2019 to 30th April, 2021.
Other terms and conditions:	
Perquisites	In addition to the above salary, increment, commission and performance bonus, Mr. Chakraborty 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. 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. 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. 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. 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.

Terms & Conditions of Service	Mr. Subir Chakraborty
Minimum Remuneration	In the absence of or inadequacy of profits in any of the financial years of the Company during the tenure Mr. Chakraborty 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. Subir Chakraborty 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 and also at the Meeting.

The Board considers the appointment of Mr. Subir Chakraborty 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. Subir Chakraborty as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Notice.

Mr. Subir Chakraborty holds 1,106 Equity Shares in the Company and is not related to any Director or Key Managerial Personnel of the Company in any way.

The details relating to number of Meetings of the Board attended during the year and other Directorships, Membership/ Chairmanship of Committees of other Boards, the remuneration last drawn have been disclosed in the Corporate Governance Report.

Except Mr. Subir Chakraborty 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 resolution as set out in Item No. 8 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 and Secretarial Standard on General Meetings (SS-2) of ICSI.

Item No. 9

Mr. Arun Mittal joined the services of the Company in 1993 and has experience across various functions of the Company. At the 69th Annual General Meeting of the Company held on 19th July, 2016, the Members approved the appointment of Mr. Arun Mittal as Whole-time director, designated as Director-Industrial, for a period of three (3) years with effect from 1st May, 2016 upto 30th April, 2019.

Considering the commendable services performed by Mr. Arun Mittal during his tenure as Director-Industrial, the Board of Directors of the Company, upon the recommendation of the Nomination & Remuneration Committee, at its meeting held on 30th April, 2019, has re-appointed Mr. Arun Mittal as Whole-time director, designated as Director – Automotive, for a period of 5 years from 1st May, 2019 to 30th April, 2024, subject to the approval of the Members in General Meeting.

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 1,152 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, 2019 are set out below:

Terms & Conditions of Service	Mr. Arun Mittal
Salary	Rs. 3,93,250/- 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.

Terms & Conditions of Service	Mr. Arun Mittal
Performance Bonus	Subject to a maximum of 24 month's basic 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 Deputy Managing Director, he shall have the responsibility for all matters relating to manufacturing, marketing and sales activities pertaining to Automotive products 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 Deputy Managing Director.
Period	For a period of five (5) years with effect from 1st May, 2019 to 30th April, 2024.
Other terms and conditions:	
Perquisites	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. 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. 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. 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. 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.
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 and also at the Meeting.

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.

The details relating to number of meetings of the Board attended during the year and other Directorships, Membership/ Chairmanship of Committees of other Boards, the remuneration last drawn have been disclosed in the Corporate Governance Report.

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 Resolution as set out in Item No. 9 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 and Secretarial Standard on General Meetings (SS-2) of ICSI.

Item No. 10

At the 69th AGM of the Company held on 19th July 2016, the Members approved the payment of remuneration by way of Commission upto one per cent (1%) of the net profits of the Company to the Non-Executive Directors of the Company, provided that such total amount of Commission payable amongst these Directors in any financial year shall not exceed Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakh 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.

The Board of Directors of the Company, at its meeting held on 30th April, 2019 on the recommendations of Nomination & Remuneration Committee and subject to the approval of the Shareholders of the Company, has proposed to increase the overall limit of Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakh only) per annum to Rs. 1,75,00,000/- (Rupees One Crore Seventy Five Lakh only) per annum, with effect from 1st April, 2019. 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.

The Board of Directors is of the opinion that in order to adequately compensate the Non-Executive Directors for their operational and functional expertise and the contributions made by them, the above proposal to increase the total amount of commission payable amongst these Directors with effect from 1st April, 2019 will benefit the Company and hence they have recommended adoption of the Resolution at Item No. 10 of the Notice.

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

Item No. 11

The Company, in order to finance its working capital requirements, avails loans /financial facilities when required for a short period, from various banks and financial institutions, under multiple banking arrangement by entering into the loan agreements with them. The said loans / facilities are secured by hypothecation of its current assets in favour of the lenders on pari-passu basis.

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the shareholders is obtained by way of a passing a Special Resolution.

The term 'otherwise dispose of' covers all modes of disposing of property such as transfer by mortgage, hypothecation, etc. in connection with the loan/credit facilities (including working capital) availed / to be availed by the Company.

In terms of the relevant Loan/facility agreements, the banks / FIs retains the right to sell/dispose of the properties and assets hypothecated/ mortgaged in favour of them, in case of default on repayment of the loan / facility. The creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default, would tantamount to a sale/disposal of the whole or substantially the whole of the undertaking, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

Accordingly, the Board recommends the Special Resolution set forth in Item no. 11 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board

Sd/-
Jitendra Kumar
Company Secretary and
EVP – Legal & Administration
ACS No. 11159

Place : Mumbai
Date : 30th April, 2019

ANNEXURE

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with regard to the Director seeking appointment and re-appointment at the forthcoming Annual General Meeting (Refer item no. 5, 6, 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
Ms. Mona N Desai (DIN: 03065966)	22.10.1968	Ms. Mona N Desai is a Graduate in Psychology and holds a Law Degree from the Government Law College, Mumbai. She is a Solicitor and legal practitioner and also a Member of the Bombay Incorporated Law Society.	78,666	**DIRECTORSHIPS:** Nil **COMMITTEE MEMBERSHIPS** **Member of the Audit Committee** Nil **Member of Stakeholders Relationship Committee** Nil
Mr. Sudhir Chand (DIN: 01385201)	21.08.1947	Mr. Sudhir Chand is an electrical engineer from BITS Pilani with Diploma in Marketing Management, University of Bombay and Executive Development programmes at IIM Ahmedabad and Cranefield School of Management, UK. Mr. Chand has over four decades experience in various functions of general management, marketing, sales, manufacturing. HR and consultancy. After working with Exide Industries Limited for 28 years, Mr. Chand retired from the Company in 2006 as Director - Corporate Affairs	18,872	**DIRECTORSHIPS:** ESAB India Limited **COMMITTEE MEMBERSHIPS** **Member of the Audit Committee** ESAB India Limited **Member of Stakeholders Relationship Committee** ESAB India Limited
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 three decades in the Company and has a wide range of experience in manufacturing and marketing.	10,000	**DIRECTORSHIPS:** Nil **COMMITTEE MEMBERSHIPS** **Member of the Audit Committee** Nil **Member of Stakeholders Relationship Committee** Nil
Mr. Subir Chakraborty (DIN: 00130864)	30.09.1957	Mr. Subir Chakraborty is a mechanical engineer from IIT, Madras and PGDM from IIM, Calcutta. He has vast experience in marketing, sales, projects and general management. Prior to joining the Company in 1996, Mr. Chakraborty was the Chief Executive Officer of MSA (India) Ltd., a joint venture between the Company and Mining Safety Appliances Company, USA.	1,106	**DIRECTORSHIPS:** Nil **COMMITTEE MEMBERSHIPS** **Member of the Audit Committee** Nil **Member 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. Arun Mittal (DIN: 00412767)	20.12.1966	Mr. Arun Mittal is a Fellow member of Institute of Chartered Accountant of India and an Associate member of Institute of Cost & Works 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.	1,152	**DIRECTORSHIPS:** Nil **COMMITTEE MEMBERSHIPS** **Member of the Audit Committee** Nil **Member of Stakeholders Relationship Committee** Nil

* Includes Chairmanship/Membership in Audit Committee/Stakeholders' Relationship Committee.

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

Directors' Report to the Shareholders

(Including Management Discussion & Analysis)

Your Board of Directors is pleased to present the 72nd Annual Report of the Company together with Audited Accounts for the year ended 31st March, 2019.

ECONOMIC ENVIRONMENT

The Indian economy started the fiscal year 2018-19 with a healthy 8.2% growth in the first quarter on the back of domestic resilience. Growth eased to 7.3% in the subsequent quarter mainly due to global headwinds, like rising trade tensions and geo-political uncertainties in some parts of the world, and financial health of banking sector. The Indian rupee witnessed high volatility this year, falling nearly 14% between April to October, in wake of global headwinds coupled with widening current account deficit led by higher crude oil prices. However, rupee turned around in the second half of the year, a sharp downward reversal in crude oil prices helped it recover from its record lows.

Despite softer growth, the Indian economy remains one of the fastest-growing and possibly the least affected by global turmoil. The effects of external shocks were contained in part by India's strong macroeconomic fundamentals and policy reforms (including amendments to the insolvency and bankruptcy code, bank recapitalisation, and foreign direct investment).

With strength in consumption and a gradual revival in investments, especially with a greater focus on infrastructure development, the growth projections for the next few years are estimated to remain upwards of 7%. The improving macroeconomic fundamentals have further been supported by reforms that have helped foster an environment to boost investments and ease banking sector concerns. Together, these augur well for a healthy growth path for the economy. India has already surpassed France to become the sixth-largest economy. By 2019, it may become the fifth-largest economy, and the third-largest in the years to come.

Despite the positive outlook, the economy remains vulnerable to domestic and geopolitical risks, especially economic and political changes that can affect relative prices and hurt current and fiscal account deficit. While expectations of inflationary pressures remain benign, concerns have risen on the twin deficit problem - current account deficit and fiscal deficit - especially as portfolio investments remain subdued while trade deficit stays high. While fiscal expansion remains key to accelerating growth, it may strain government coffers if private investment loses steam.

With a strong stable government in place, we are optimistic that the government will take measures which will ensure growth and India will continue to be one of the fastest growing economies in the world.

INDUSTRY STRUCTURE & DEVELOPMENT

After a buoyant start to the year, industry slowed down considerably. The last quarter of the year under review did not bring any respite. The uncertainty ahead of the General Elections added to the burden of high interest rates and cost of insurance. Domestic sales of passenger vehicles grew by 2.7% during the year under review, compared with 7.9% in the previous year. However, the commercial vehicle division performed better, growing by 17.5% against 19.9% in the previous year. Domestic sales of three-wheelers grew by 10.2% in the year under review against 24.2% the previous year. Two-wheeler sales saw a modest 4.9% growth in the year under review against 14.8% the previous year.

COMPANY PERFORMANCE

Automotive Batteries

Despite domestic market conditions being tough, your Company continued its leadership position in the Automotive Battery business during the year under review. With a wide array of products covering diverse market segments, your Company reported double-digit growth across vehicular, non-vehicular and two-wheeler segments.

Although OE demand slowed down, your Company managed to maintain its high share across almost all leading vehicle manufacturers. Your Company's exports grew significantly in 2018-19 as it made inroads in key Middle East and South East Asian markets.

Industrial Batteries

Your Company registered robust double-digit growth in the Industrial Division. The UPS business, which is the largest business vertical of the Industrial Division, registered double-digit growth in all product segments and your Company's products continue to be the preferred choice of almost all the OEMs in the country. The UPS business has become the growth engine of the Industrial Division, with timely capacity addition and continuous upgrades and automation powering sales growth.

In the Solar Division, a continuous drive to expand market reach and penetration through channel partners led to significant growth. Your Company did this by offering reliable solutions for the government's rural electrification drive and also for Mini and Micro grids powered by renewable energy in the un-served parts of the country.

Financial stress in the Indian telecom sector speeded up consolidation of the industry, and there were a number of shut-downs and M&A announcements of mobile telephony operators and tower infrastructure companies. Your Company's sales to the telecom sector were subdued following reduced offtake by telecom tower companies in view of the M&A and consequent reduction in the tenancies of the tower infrastructure companies.

The other business verticals including Traction, Power and Projects also reported robust growth and your Company continues to the preferred brand for most of its customers.

Batteries for submarines

During the year under review, your Company successfully met the battery requirements of the Indian Navy with timely deliveries. It has supplied the second set of Type-IV batteries including special copper inter-cell connectors and spares for the Indian Navy's Scorpene-class submarine, two sets of Type-II (ATV) batteries for nuclear submarines and one set of Type-I batteries for Kilo-class submarines. The first set of indigenous Type-IV submarine batteries and inter-cell connectors supplied by your Company has passed all the harbour trials after installation on board.

Your Company also exported two sets of new-design submarine batteries along with all accessories and spares to Vietnam Navy. The first set of batteries has passed the sea trials and the second set is due for commissioning soon.

During the year under review, your Company has also secured a maiden order to manufacture and export one set of batteries for a mini-submarine, which is expected to be supplied during the financial year 2019-20. A repeat order for two sets of Type-II submarine batteries for the Indian Navy along with an export order for a set of Type-I submarine batteries is also being pursued.

Exports

In the fiscal year 2018-19, exports of automotive batteries grew impressively through new markets and brands backed by promotional activities, and an increase in market share in the existing markets.

Your Company was able to extend the reach of its four-wheeler batteries to most of the Gulf Cooperation Council countries, South East Asia and some African nations. These successes pushed up export sales significantly, compared with the previous financial year.

For industrial batteries your Company has increased its global presence by venturing into new traction markets in Peru, Taiwan and Saudi Arabia, while consolidating and increasing market share in European and South East Asian markets. The traction business in Germany, Greece and the UAE has grown significantly over the previous year. For the standby segment, your Company has entered new markets such as Congo, Malawi, Kazakhstan and Kuwait. It has doubled its business in key markets such as Nigeria, South Africa and Lebanon and established a strong foothold in the Solar market in Greece and Spain.

Your Company has achieved Global quality in its traction range and has been regularly supplying to Jungheinrich, Germany, the world's largest OEM in electric fork lift market.

Technology Upgrade

In order to maintain its leadership position, your Company is focused on upgrading its products and manufacturing technology as well as acquiring newer and advanced technology to meet the emerging expectations of the users. The in-house Research & Development (R&D) division is recognised by the Government of India's Department of Scientific and Industrial Research (DSIR) as a fully-accredited Research Centre in energy storage. Import substitution of raw materials, reducing energy consumption and manufacturing time are some priority areas.

Your Company's in-house R&D also plays a major role as the interface between its priorities and the adoption of technology from collaborators. Your Company has technical collaboration and assistance agreements with East Penn Manufacturing Company Inc (EPM), a leading US manufacturer of lead-acid batteries and related items. The Advanced Manufacturing Facility for premium automotive batteries based on punched-grid technology is now in full-scale operation. The technology has helped your Company not only introduce in the country the most robust products, both in terms of performance as well as in life, but also achieve the highest level of productivity with absolute product consistency.

Your Company also has a technical assistance and collaboration agreement with Furukawa Battery Company Limited of Japan (FBJ), for various automotive applications. Your Company is developing advanced automotive batteries with ultra-negative technology plates, which are expected to deliver unmatched fast-charge capability as well as long life, currently considered to be the best globally.

The long-standing technical cooperation agreement with Hitachi Chemicals Co (formerly Shin Kobe Electric Machinery Co) for a variety of automotive and industrial VRLA products continues to help robust exchange of technical information on latest developments. In recent times, this has helped your Company reduce manufacturing costs substantially, specifically in automotive battery production, by reducing the power consumption in the manufacturing process.

Your Company also has a technical collaboration and assistance agreement with Moura Batteries (MB), Brazil, for the development of advanced automotive batteries required by the environment-friendly new-generation vehicles in compliance with Euro VI standards. Your Company is also developing, under the guidance of MB engineers, what is popularly known as Enhanced Flooded Batteries (EFB), which are scheduled to be launched by the end of the current financial year.

In the Industrial Battery segment, your Company crossed a significant milestone by developing, during the course of the just-concluded year, 28 MWH of battery storage, mainly for micro-grid energy storage applications. The advanced 'Ultrabattery' solution, developed in collaboration with EPM and Ecoult Pty, Australia, for grid-level energy storage, has also started to be deployed commercially.

Together with EPM, the Industrial Battery group has also developed 'Front Terminal' AGM VRLA products required by international telecom customers as well as data centres.

Development of the cutting-edge technology of bipolar battery, in active cooperation with Advanced Battery Concepts (ABC) of the US is on course. The work is scheduled to move beyond laboratory studies to field testing in the current financial year.

HIGHLIGHTS OF PERFORMANCE

Your Company recorded net sales of Rs. 10,588.31 crores in 2018-19, against Rs. 9,186.32 crores in the previous year, and a profit before tax of Rs. 1,238.58 crores against Rs. 1,006.16 crores the previous year.

Financial Results

(In Rs. Crores)

	2018-19	2017-18
Profit before depreciation, finance cost & tax expenses	1449.84	1299.17
Depreciation and amortisation expenses	313.50	245.94
Finance cost	6.05	5.24
Profit Before Exceptional item and Tax	1130.29	1047.99
Exceptional income/(expense)	108.29	(41.83)
Profit Before Tax	1238.58	1006.16
Tax expenses	394.53	337.81
Profit After Tax	844.05	668.35

(In Rs. Crores)

	2018-19	2017-18
Other Comprehensive Income	(0.43)	2.90
Total Comprehensive Income for the year	843.62	671.25
Balance brought forward	5304.31	4878.59
Making a total of	6147.93	5549.84
Out of this, appropriations are :		
Final Dividend for 2017-18 (80%)	68.00	-
Final Dividend for 2016-17 (80%)	-	68.00
Tax on Final Dividend	13.98	13.84
Interim Dividend for 2018-19 (160%)	136.00	-
Interim Dividend for 2017-18 (160%)	-	136.00
Tax on Interim Dividend	27.96	27.69
(Aggregate Dividend amounts to 240% (previous year - 240%)	245.94	245.53
And leaving a balance of (which is carried forward to next year)	5901.99	5304.31

Consolidated Financial Statements

As required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and in accordance with the Indian Accounting Standard (Ind-AS) 110, Consolidated Financial Statements of the Company and its subsidiaries form part of the Annual Report and are reflected in the consolidated financial statements of the Company. These statements have been prepared on the basis of audited financial statements received from the subsidiary companies as approved by their respective Boards.

Dividend

Your Company has paid an interim dividend at the rate of 160%, i.e. @ Rs 1.60 per equity share of Re. 1 each, on the equity shares to the shareholders whose names appeared on the Register of Members on 17th November, 2018. Your Directors are now pleased to recommend a final dividend at the rate of 80% i.e. Re. 0.80 per equity share of Re. 1 each, for the year ended 31st March, 2019, subject to the approval of shareholders at the ensuing Annual General Meeting. Consequently, the total dividend for the year ended 31st March, 2019, including the interim dividend during the year, amounts to 240%, i.e. Rs. 2.40 per equity share of Re. 1/- each.

Share Capital

The paid up equity share capital as on 31st March, 2019, was Rs. 85 crores, divided into 85,00,00,000 equity shares of face value of Re. 1 each.

A) Issue of equity shares with differential rights

The Company did not issue equity shares with differential rights during the financial year 2018-19.

B) Issue of sweat equity shares

The Company did not issue sweat equity shares during the financial year 2018-19.

C) Issue of employee stock options

The Company did not issue stock options during the financial year 2018-19.

D) Provision of money by Company for purchase of its own shares by employees or by trustees for the benefit of employees

The Company does not have a scheme for purchase of its own shares by employees or by trustees for the benefit of employees.

Deposits

During the year under review, the Company did not accept any deposits from the public within the ambit of Section 73 of the Companies Act, 2013, and the Companies (Acceptance of Deposits) Rules, 2014.

Particulars of Loans, Guarantees or Investments

Pursuant to Section 186 of the Companies Act, 2013, the details of the loans given (Note numbers 6 and 13), guarantees on securities provided (Note no. 38(ii)) and investments made (Note nos. 4 and 9) by the Company during the year under review, have been disclosed in the financial statements.

Material Changes and Commitments

There have been no material changes that have occurred subsequent to the close of the financial year of the Company to which the financial statements relate and the date of the report, for example:

> Settlement of tax liabilities;

> Operation of patent rights;

> Depression in market value of investments;

> Institution of cases by or against the Company;

> Destruction of any assets or disposal of a substantial part of undertaking;

> Changes in capital structure;

> Alteration in wage structure arising out of trade union negotiation; and

> Material changes concerning purchase of raw material and sale of the product.

Key Financial Ratios

In accordance with SEBI (Listing Obligations & Disclosure Requirements) (Amendment) Regulations, 2018, the Company is required to give details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key sector-specific financial ratios including Debtors Turnover, Inventory Turnover, Interest Coverage Ratio, Current Ratio, Debt Equity Ratio, Operating Profit Margin (%) and Net Profit Margin (%) and details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof.

None of the ratios except Profit After Tax (PAT) has significant changes i.e. change of 25% or more compared to immediately previous financial year. PAT percentage increased by 26% due to profit from exceptional item of Rs. 108.29 crores (sale of property) in current year versus an exceptional item charge of Rs. 41.83 crores (brand settlement cost) in the previous year.

Return on net worth increased from 13.5% in 2017-18 to 15.7% in 2018-19. A significant driver is the exceptional item impact as explained under previous item. Additionally, the business profit from operations grew by 10% over prior year.

AUDITORS

Statutory Auditors and their Report

M/s B S R & Co. LLP, Chartered Accountants (Firm's Registration No: 101248W/W – 100022) were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 27th July, 2017, for an initial term of five consecutive years till the conclusion of 75th Annual General Meeting of the Company.

Pursuant to the amendment in Section 139 of the Companies Act, 2013, the requirement to place the matter relating to ratification of appointment of Statutory Auditors at every AGM has been omitted with effect from 7th May, 2018.

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

The Statutory Auditors have not reported any incidence of fraud to the Audit Committee of the Company during the year under review.

Cost Auditors

Pursuant to Section 148 of the Companies Act 2013, read with the Companies (Cost Records and Audit) Rules, 2014, (as amended), the cost records maintained by the Company in respect of the products manufactured by the Company are required to be audited. Your Directors, on the recommendation of the Audit Committee, have appointed M/s Mani & Co., Cost Accountants (Firm Registration no. 000004), to audit the cost records of the Company for the financial year 2019-20 at a remuneration of Rs. 9,00,000/- plus out-of-pocket expenses and taxes as applicable.

A resolution regarding ratification of remuneration payable to M/s Mani & Co, Cost Accountants, forms part of the Notice convening the 72nd Annual General Meeting of the Company.

Secretarial Auditors & their Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s A. K. Labh & Co., practising company secretaries (FCS: 4848/CP No.: 3238) to audit secretarial and other related records of the Company for the financial year 2018-19. The Secretarial Audit Report is annexed herewith as **Annexure - I**. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

BUSINESS RESPONSIBILITY REPORT

In July 2011, the Ministry of Corporate Affairs, Government of India, came out with the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business'. These guidelines contain certain principles that are to be adopted by companies as part of their business practices and require disclosures regarding the steps taken to implement these principles through a structured reporting format, viz. Business Responsibility Report. Pursuant to Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, your Company has prepared the Business Responsibility Report and is annexed herewith as **Annexure - II**.

CORPORATE GOVERNANCE

Transparency is the cornerstone of your Company's philosophy and it adheres to all requirements of corporate governance in letter and spirit. All the Committees of the Board of Directors meet at regular intervals as required in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Your Board of Directors has taken necessary steps to ensure compliance of statutory requirements. The Directors and Key Management Personnel and Senior Executives of your Company have complied with the approved 'Code of Conduct for Board of Directors and Senior Executives' of the Company. The declaration to this effect pursuant to Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 signed by Managing Director and CEO of the Company forms part of the Annual Report.

The Report on Corporate Governance as required under Regulation 34(3) read along with Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 forms part of and is annexed herewith marked as **Annexure - III**. The Auditors' Certificate on compliance with Corporate Governance norms is also attached to this Report. Further, as required under Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a certificate from the Managing Director & CEO and Director-Finance & CFO is being annexed with this Report.

BUSINESS EXCELLENCE

Your Company has a well-designed TQM Model to drive it towards continual improvement in order to deliver high-quality products and services to customers and fully engage all other stakeholders such as employees, suppliers, regulators and communities. The TQM model is aimed at developing a TQM culture for long-term success through customer satisfaction.

Your Company has deployed a globally-proven approach for business excellence and TQM culture, viz., TPM, Six Sigma, 5S, Kaizen, Quality Circle and Innovation. Given the challenges that the organisation is facing, each of these initiatives has been leveraged to set a new milestone. There is a monthly performance measurement mechanism for each of these initiatives. It has implemented International Standards such as ISO 9001 & IATF 16949 for Quality and ISO 14001, ISO 45001 for Environment, Health & Safety. The focus on health and safety performance is very high. The organisation structure, policy and procedure for health and safety is regularly reviewed and implemented.

Implementing best practices and promoting competitive capability are some important areas on which your Company focused during the year. During the year under review, your Company bagged many prestigious awards such as:

- Golden Peacock National Quality Award 2018
- Dun & Bradstreet Corporate Awards 2018
- Apex India Environment Excellence Award
- Commendation for Significant Achievement in Corporate Excellence - CII - ITC Sustainability Award 2018
- CII ER Productivity Award
- Arogya World Trust - Gold Award

Your Company is committed to developing a robust TPM culture across the organisation. All manufacturing units have TPM practice, though maturity level varies from factory to factory. Implementation of TPM is in various stages. Four factories have secured the consistent commitment award in TPM from JIPM, Japan. Two factories have won Excellence award during the year under review. The JIPM Japan gave the Bawal factory in Haryana a category A award for TPM and the Ahmednagar factory a category B award, in March 2019.

OCCUPATIONAL HEALTH, SAFETY & ENVIRONMENT

Your Company has a well-designed EHS or Environment, Occupational Health & Safety policy that is effectively deployed across all factories. All factories are certified for EMS ISO 14001, ISO 45001 & OHSAS 18001 by certification bodies of global repute.

Your Company used natural and manmade resources in an optimal and responsible manner and ensures the sustainability of resources by reducing, reusing, recycling and managing waste. Your Company regularly monitors and prevents pollution through waste minimisation at the source, recovery/treatment of emissions and releases and conservation of energy thus progressively improving the environment, occupational health and overall carbon footprint.

Your Company has established, implemented and maintained a procedure for the identification of hazards, assessment of their risk and determining the necessary controls. Safety Audits, Hazard Evaluation, Emergency Management Planning are conducted periodically in the factories.

Your Company's employees, as well as the upstream partners, are being regularly trained and put through awareness programmes to minimise health and safety risks for employees and contract workers.

Your Company is transparent about the sustainability challenges. Identifying which economic, environmental and social issues are most important for the business, environment and stakeholders is most important. The sustainability efforts include reduction of pollution, waste elimination, effective use and recycling of existing natural resources (such as water, oil, gas and metal), and energy saving. Your Company also keeps an eye on the sustainability of its upstream partners. It has conducted several vendor sustainability programs in all the regions involving almost all the critical vendors. They have been given periodic training on Risk Assessment, Environment, Health & Safety and Quality for the sustainability of their businesses.

CORPORATE SOCIAL RESPONSIBILITY

Your Company always strives for long-term sustainability through inclusive growth and development, involving not only the community around its main operational locations but in society at large at the regional and national level. The core thematic areas that continue to be the main pillars of your Company's Corporate Social Responsibility (CSR) philosophy even before CSR became regulatory compliance for organisations to follow under the Companies Act 2013 are:

- Basic Education
- Health
- Environment Management
- Women Empowerment, and
- Community Development.

The Board of Directors of your Company has approved a CSR Policy, viz., EIL CSR Policy, in accordance with Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules 2014 notified by the Ministry of Corporate Affairs, Government of India, which is available on your Company's website at http://www.exideindustries.com/investors/governance-policies.aspx. The CSR policy underlines the guiding principles and mechanisms for undertaking various CSR activities/programs by the Company.

The disclosure in line with Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules 2014 is annexed as **Annexure - IV**.

A total amount of Rs. 1921.89 lakh was spent during the year under review as against the 2% obligation of Rs. 1898.22 lakh. The main thrust during the year was not only to consolidate the efforts made over the past few years but also achieve newer dimensions under the given ambit of CSR. During the year, your Company established certain model projects, especially in community solid waste management and development of vocational skills as livelihood options, and also encouraged employees to volunteer. The model projects that were developed in the previous year, especially the ones in basic education and public health, stabilised.

Your Company made significant strides in achieving over 100% utilisation for the year to harness all its resources for successful execution and completion of numerous CSR projects across all locations including the manufacturing units at Haryana, Maharashtra, Tamil Nadu, Uttarakhand, West Bengal and certain projects at the national level.

Projects on education, health and sanitation remained the areas of thrust for 2018-19 too. Your Company took some significant initiatives in public healthcare, women empowerment and promoting education including special education and employment enhancing vocational skills, eradication of hunger, poverty and malnutrition, both with partner organisations as well as directly by internal teams at the plants. Your Company was also involved in other associated interventions such as support for homes for destitute children, environmentally conscious initiatives for conservation of natural resources, training to promote rural sport and nationally recognised sports and setting up of old-age homes.

INTERNAL CONTROLS

A strong internal control framework is an essential pre-requisite of a growing business. In this context, your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, state that your Company's internal control systems are commensurate with its size and scale of operations that are designed to provide reasonable assurance that the Company's financial statements are reliable and prepared in accordance with the law.

OUTLOOK

While the industry has seen an overall slowdown during the last two quarters of the year under review, the mid-to long-term outlook is quite positive. The market is expected to once again grow in line with its potential after the General Elections.

With India expected to be the third largest consumer base by 2025, the automotive industry looks set for profitable and stable growth over the next few years. Initiatives such as the "Automotive Mission Plan 2016-26" and "Make in India" should give the industry a boost.

OPPORTUNITIES AND THREATS

The market for batteries required by data centres is expected to show healthy growth in the next few years. The Indian government's initiative to develop a 100 cities as smart cities that offer smart solutions to their citizens through the use of technology, information and data is expected to fuel demand for back-up power systems and hence batteries. Further, mobile broadband penetration in the form of Wi-Fi is very low in India and it is estimated that there will be a significant increase in the number of Wi-Fi hot spots, which will push sales of UPS and so the batteries that power them.

The latest game-changer in the energy market is expected to come in the form of Battery Energy Storage Systems. With more and more renewable energy being pumped into the grid from utilities as well as decentralised generators, the distribution networks are becoming increasingly unstable. Battery Energy Storage Systems are meant for both grid scale as well as off-grid scale. The energy storage market for grid-connected and off-grid renewables is likely to provide significant opportunities.

The robust growth in automobile sales over the last few years has ensured medium and long-term opportunity for replacement battery sales, an area in which your Company's brand equity and strong channel relationship give it a huge competitive edge.

While your Company has taken definitive steps in preparing for future demands of electric mobility, it is simultaneously ensuring technological upgrades in the lead-acid space that would keep it ahead of competitive threats.

The lead-acid battery business has seen a host of new players over the last few years, both at a regional and national level. Being the dominant brand in the category, your Company is susceptible to constant pressure at a market level as these new players try to wean away consumers and channel partners essentially through low-price offerings. Your Company is addressing these challenges through the adoption of latest technologies and lean manufacturing practices in order to quickly develop differentiated products that will change the price-value equation in its favour.

RISKS AND CONCERN

There is an inherent threat from new battery technologies such as Lithium-Ion technology, which is likely to penetrate automotive applications as well as various industrial applications such as telecom, data centers, UPS, solar street lights and energy storage systems. Your Company has taken the strategic step of entering the Li-Ion battery business through a joint venture with Leclanché S.A. and now has a road map for the launch of Li-Ion products.

The strong brand equity of your Company, its understanding of Indian market across segments, coupled with the partner's capability in Li-Ion technology, will help it offer a competitive product and create a big footprint in the business.

Your Company has a long and healthy association with all automotive OEM customers and maintains a very high market share. Customers sometimes seek to offset their high dependency on a single source. But your Company has excelled in engaging these OEM customers by proactively fulfilling their emerging expectations on product, technology and price. The operating standards of manufacturing facilities are upgraded with highest degree of commitment to ensure that these facilities stand above the expected standards in Customers Audit. Projects on new product development, cost reduction, performance enhancement and capacity expansion to ensure that their expectations are exceeded.

The brand equity of your Company is very high and one of its key strengths. It has taken all necessary measures to build on it, ensuring controls to protect the brand. In view of increased penetration of social media, the inherent risk of communities, employees, and customers sharing their expectations, concerns and suggestions and so impacting the brand image has gone up. Your Company has implemented a Social Media Framework through a technology platform to ensure effective management of its reputation by timely redressal of concern, action on suggestions and enquiries.

Other actions for ensuring the protection of the brand includes the registration of the trademark in countries where the Company intends to sell its products. Your Company is also leveraging the know-how of collaborators to offer a great experience to the customer on product performance.

Your Company has shown healthy growth over the last several years and taken steps to expand capacity to meet this demand and remain cost competitive. Company-wide cost reduction initiatives have been launched, ensuring the budgetary control in all facets of the business including raw material, conversion, marketing and distribution. Your Company has a focused initiative to improve productivity and control costs of energy, consumables, overheads, logistics and marketing.

VIGIL MECHANISM/ WHISTLE-BLOWER POLICY

Your Company has a Whistle-Blower Policy that offers a formal mechanism to its directors, employees and stakeholders to report genuine concerns about unethical behavior, actual or suspected, fraud or violation of the Company's Code of conduct in accordance with the provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The policy provides for adequate safeguards against victimisation of persons who use such mechanism and provides for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. Your Company has a dedicated email address for reporting such concerns. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. The policy was amended during the year under review and is available on the website http://www.exideindustries.com/investors/governance-policies.aspx. The Audit Committee of Board is entrusted with the responsibility to oversee the vigil mechanism.

SUBSIDIARIES

Your Company has five Indian subsidiaries viz, Chloride Metals Limited, Chloride Power Systems & Solutions Limited, Chloride International Limited, Exide Life Insurance Company Limited, Exide Leclanche Energy Private Limited and three foreign subsidiaries, viz. Chloride Batteries S.E Asia Pte. Ltd., Singapore, Espex Batteries Limited, UK and Associated Battery Manufacturers (Ceylon) Limited, Sri Lanka.

> Exide Life Insurance Company Limited (ELI), a 100% subsidiary of your Company, is engaged in the business of life insurance and annuity, offering a range of individual and group life, pension, and health products across traditional and unit-linked platforms. It reaches customers through technology-enabled solutions and its network of 200 plus offices to cater to the needs of customers.

ELI has assets under management or AUM of over Rs. 14,200 crores as of 31st March, 2019. The total premium collected by ELI during the year ended 31st March, 2019, was Rs. 2,886 crores as against Rs. 2,532 crores collected during the previous year. It has also recorded a profit before tax of Rs. 12.03 crores during the year 31st March, 2019, as against a profit of Rs. 60.02 crores recorded during the previous year.

As at 31st March, 2019, market consistent embedded value (MCEV) of ELI was Rs. 2,404 crores against MCEV of Rs. 2,137 crores in the previous year.

> Chloride Metals Limited, another 100% subsidiary of your Company, having its plants at Markal in Khed Taluka of Pune and at Malur in Kolar district of Karnataka, operates smelters with integrated facilities for extracting lead from exhausted batteries and manufacturing and supplying recycled lead and lead alloys. The net sales of Chloride Metals Limited was Rs. 2,079.63 crores and its profit before tax was Rs. 17.69 crores representing an increase of 0.12% in net sales and a decrease of 40% in profit before tax compared to the previous financial year.

> Chloride Power Systems & Solutions Limited, a 100% subsidiary of your Company having its factory at Sector V, Salt Lake City, Kolkata, is engaged in manufacture and sale of battery chargers, D.C. Power Systems, solar installations and associated equipment. During the year 2018-19, Chloride Power achieved a turnover of Rs. 116.62 crores and a profit before tax of Rs. 2.04 crores.

> Chloride International Limited is at present not engaged in any trading or manufacturing activity and has income from rent and interest/dividend on securities. The income of Chloride International Limited during 2018-19 amounted to Rs. 95.86 lakhs with a profit before tax of Rs. 84.04 lakhs representing an increase of 41% and 49% respectively over the figures for the previous financial year.

> Exide Leclanche Energy Private Limited (ELEPL), the joint venture company in which your Company holds an equity shareholding of 74.99%, was incorporated on 29th September, 2018, in collaboration with Leclanché SA of Switzerland. Leclanché SA is a leading provider of high-quality energy storage solutions and is supporting by way of providing the desired technical support for manufacturing Li-Ion batteries. The manufacturing facility of ELEPL is located in Gujarat. The commercial production of the Company has not yet started. There was a loss of Rs. 3.92 crores during the year under review.

> Your Company also holds 100% of the share capital in Chloride Batteries S.E Asia Pte. Ltd., Singapore. Chloride Batteries is engaged in production and distribution of industrial battery chargers, rectifiers and parts and the distribution of industrial and automotive batteries. It caters to the South East Asian and Australian markets. During the

year 2018-19, it achieved a turnover of SGD 27.31 million and incurred a loss of SGD 0.2 million.

> Espex Batteries Limited, UK, a 100% subsidiary of your Company, is engaged in marketing and selling of lead-acid batteries for industrial applications in the UK and its neighboring areas. During 2018-19, the Company achieved a turnover of GBP 7.7 million and made a profit before tax of GBP 0.17 million.

> Your Company also holds 61.5% of the share capital in Associated Battery Manufacturers (Ceylon) Limited, Sri Lanka, which is engaged in the business of manufacturing and marketing of lead-acid batteries. During the year 2018-19, this Company achieved a turnover of SLR 3453.68 million and made a profit before tax of SLR 242.81 million.

Exide Life Insurance Company Limited and Chloride Metals Limited are material subsidiaries as per the thresholds laid down under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The profit and loss accounts, balance sheet, auditors' report and directors' report of the subsidiaries are not attached to the annual accounts of your Company pursuant to general exemption granted vide general circular number 2/2011 dated 08.02.2011 issued by the Government of India, Ministry of Corporate Affairs and in terms of Section 136 of the Companies Act, 2013. Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014, a statement containing salient features of financial statements of subsidiaries in Form AOC-1 is attached to the financial statements. However, the necessary details about the subsidiaries are given in the consolidated financial statements. The Company will make available the financial statements and related detailed information of the subsidiary companies upon request by any Member of the Company or its subsidiary companies. Copies of the financial statement of the subsidiaries would also be available for inspection by any such person at the registered office of your Company on any working day as specified in the Notice convening the 72nd Annual General Meeting.

Pursuant to Section 136 of the Companies Act, 2013, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries are available on the website of the Company.

EXTRACT OF THE ANNUAL RETURN

The extract of the Annual Return in Form No. MGT-9 attached as **Annexure - V** shall form part of the Board's report. The extract is also available under the Investor section on the website of the Company at www.exideindustries.com.

DIRECTORS

At the 71st Annual General Meeting (AGM) held on 2nd August 2018, the shareholders approved the appointment of Mr. Surin Shailesh Kapadia (having DIN: 00770828) as a Non-Executive Independent Director to hold office for the first term of five consecutive years.

Mr. Subir Chakraborty (having DIN: 00130864) retires by rotation in accordance with the provisions of the Companies Act, 2013, and being eligible offers himself for re-appointment at the ensuing Annual General Meeting.

Pursuant to the provisions of the Companies Act, 2013, the shareholders at the 67th AGM of your Company held on 22nd July, 2014, had appointed Mr. Vijay Aggarwal, Mr. Sudhir Chand and Ms. Mona Desai as Independent Directors to hold office for a term of five consecutive years up to the conclusion of the ensuing Annual General Meeting. Their term will expire at the conclusion of the 72nd AGM.

Considering their vast knowledge, experience and expertise in their respective fields and the contribution made by these Directors during their tenure as an Independent Director, the Nomination & Remuneration Committee and the Board of Directors of your Company has recommended re-appointment of Ms. Mona N Desai as Independent Director for second term of five consecutive years from the conclusion of the ensuing 72nd Annual General Meeting till 22nd July, 2024. It has also recommended the re-appointment of Mr. Sudhir Chand as an Independent Director for a second term of three consecutive years from the conclusion of the ensuing 72nd Annual General Meeting till 22nd July, 2022.

The Company has received declaration from Ms. Mona N Desai and Mr. Sudhir Chand that they continue to fulfill the criteria of independence as prescribed under the provisions of the Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as Regulation 16 of the Listing Regulations (including statutory re-enactment thereof for the time being in force).

The term of Mr. Gautam Chatterjee, Managing Director and Chief Executive Officer (CEO), and Mr. Arun Mittal, Whole-time director, designated as Director-Industrial, is due to expire on the close of business hours on 30th April, 2019.

The Board of Directors at its meeting held on 30th April, 2019, has re-appointed Mr. Gautam Chatterjee as the Managing Director and CEO for a further period of two years with effect from 1st May, 2019, subject to the approval of the Shareholders. He will attain the age of 70 years on 25th February, 2020, and hence continuation of his employment as Managing Director & CEO pursuant to Section 196(3) and Schedule V of the Act through a Special

Resolution proposing his re-appointment as Managing Director and CEO with effect from 1st May, 2019, will be placed at the ensuing Annual General Meeting for approval of the Shareholders.

The term of Mr. Subir Chakraborty, Whole-time director, designated as Director-Automotive, is due to expire at the close of business hours on 30th April, 2020. The Board of Directors at its meeting held on 30th April, 2019 has appointed Mr. Subir Chakraborty as Deputy Managing Director for a period of two years with effect from 1st May, 2019, subject to the approval of the Shareholders. A resolution proposing his appointment as Deputy Managing Director with effect from 1st May, 2019, will be placed at the ensuing Annual General Meeting for approval of the Shareholders.

The Board of Directors, at its meeting held on 30th April, 2019, has re-appointed Mr. Arun Mittal as whole-time director, designated as Director-Automotive for a period of five years with effect from 1st May, 2019, subject to the approval of the Shareholders. A resolution proposing his re-appointment as a whole-time director designated as Director-Automotive with effect from 1st May, 2019, will be placed at the ensuing Annual General Meeting for approval of the Shareholders.

Necessary information pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of directors to be appointed and re-appointed at the ensuing Annual General Meeting are given in the Annexure to the Notice convening the Annual General Meeting scheduled to be held on 3rd August, 2019.

None of the Directors of your Company are disqualified for being appointed as directors, as specified in Section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

KEY MANAGERIAL PERSONNEL

During the year, the following directors/executives continued as Key Managerial Personnel of the Company:

> Mr. Gautam Chatterjee, Managing Director & CEO
> Mr. A K Mukherjee, Director – Finance & CFO
> Mr. Subir Chakraborty, Whole-time director (Director – Automotive)
> Mr. Arun Mittal, Whole-time director (Director – Industrial)
> Mr. Jitendra Kumar, Company Secretary & EVP – Legal & Administration

DECLARATION OF INDEPENDENCE

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the Board of Directors has taken on record the declaration and confirmation submitted by the Independent Director under regulation 25(8) after assessing its veracity.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the performance evaluation of the Board as a whole, and of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. This exercise was carried out in accordance with the Nomination & Remuneration Policy framed by the Company within the framework of applicable laws.

The Board carried out an annual evaluation of its own performance, as well as the evaluation of the working of its committees and individual directors, including Chairman of the Board. The performance evaluation of all the directors was carried out by the Nomination and Remuneration Committee. The questionnaire and the evaluation process were reviewed in accordance with the SEBI guidance note on Board evaluation dated 5th January, 2017, and suitably aligned with the requirements.

While evaluating the performance and effectiveness of the Board, various aspects of the Board's functioning such as adequacy of the composition and quality of the Board, time devoted by the Board to Company's long-term strategic issues, quality and transparency of Board discussions, execution and performance of specific duties, obligations and governance were taken into consideration. Committee performance was evaluated on the basis of their effectiveness in carrying out respective mandates, composition, the effectiveness of the committees, the structure of the committees and meetings, independence of the committee from the Board, contribution to decisions of the Board. A separate exercise was carried out to evaluate the performance of Independent Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution to Board deliberations, independence of judgement, safeguarding the interest of the Company and focus on creation of shareholders value, ability to guide the Company in key matters, attendance at meetings, etc.

Considering the success of the Company in most spheres and the value delivered to all its stakeholders, it was evident that the Directors had been diligent, sincere and consistent in the performance of their duties. The Directors expressed their satisfaction with the evaluation process.

NOMINATION & REMUNERATION POLICY

In accordance with the provisions of Section 178(3) of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has Nomination & Remuneration policy in place. In accordance with the requirements of SEBI (LODR) (Amendment) Regulations, 2018, the Board amended the policy during the year under review to align the definition of Senior Management Personnel (SMP) and the process to determine their remuneration. The objectives and key features of this Policy are:

(a) Formulation of the criteria for determining qualifications, positive attributes of directors, Key Managerial Personnel (KMP) and senior management personnel and also independence of independent directors;

(b) Aligning the remuneration of directors, KMPs and senior management personnel with the Company's financial position, remuneration paid by its industry peers, etc.;

(c) Performance evaluation of the board, its committees and directors including independent directors;

(d) Ensuring board diversity;

(e) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down;

(f) Directors' induction and continued training.

The revised Nomination & Remuneration Policy is available on the Company's website under the link http://www.exideindustries.com/investors/governance-policies.aspx

MEETINGS

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from other items of business. The Board exhibits strong operational oversight with regular presentations by business heads to the Board. The Board and committee meetings are pre-scheduled and a tentative annual calendar of Board and committee meetings is circulated to the directors well in advance to help them plan their schedule and to ensure meaningful participation at the meetings.

During the year under review five (5) board meetings and six (6) audit committee meetings were convened and held, the details of which are given in the Corporate Governance report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

The details of the constitution of the Board and its Committees are given in the Corporate Governance report.

COMPLIANCE WITH CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR EXECUTIVES

All directors and senior executives have affirmed compliance with the Code of Conduct for the Board of Directors and Senior Executives. A declaration to that effect is attached with the Corporate Governance report.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS

The Company has complied with Secretarial standards issued by the Institute of Company Secretaries of India on Board Meetings and Annual General Meetings.

RISK MANAGEMENT POLICY

In accordance with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company are responsible for framing, implementing and monitoring the risk management plans of the Company. The Company has a "Risk Management Policy" to identify risks associated with the Company, assess its impact and take appropriate corrective steps to minimise the risks that may threaten the existence of the Company.

The Company's sustained leadership is an outcome of effective implementation of strategies. These strategies have been rolled out after a thorough diagnosis of the internal and external business environment with special attention to competition, market, emerging trends. The risks have been identified as an integral part of the business plan in line with the enterprise risk management (ERM) framework of the Company, ensuring adequate controls and mitigating actions to achieve the business objectives.

ERM framework of your Company is comprehensive and robust enough to respond against any uncertainty. It has a three-tier risk identification mechanism involving the process owners at business sites, corporate, audit committee and board. The periodic review and audits are conducted to ensure your Company is effectively managing the risks and confidently progressing on the business goal. Risk management framework has been implemented in all the Subsidiary company.

Pursuant to regulation 21(5) of SEBI (LODR) Regulations, 2015, effective from 01.04.2019, the requirement of constituting Risk Management Committee is applicable to the Company. As such, your Company has duly constituted a Risk Management Committee during the financial year 2018-19.

The Risk Management Policy is available on the Company's website at the link http://www.exideindustries.com/investors/governance-policies.aspx

LISTING

The equity shares continue to be listed on the BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and The Calcutta Stock Exchange Limited (CSE). The Company has paid the annual listing fee for the financial year 2019-20 to BSE, NSE and CSE.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions which were entered during the financial year were in the ordinary course of business and on an arm's-length basis. There were no materially significant related party transactions entered into by the Company with promoters, directors, key managerial personnel or other persons which may have a potential conflict with the interests of the Company.

All related party transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is also obtained from the Audit Committee for related party transactions that are of repetitive nature and can be foreseen, and accordingly the required disclosures are made to the Audit Committee on a quarterly basis in terms of the omnibus approval of the Committee.

The policy on materiality of related party transactions and also on dealing with related party transactions as approved by the Audit Committee and the Board of Directors is uploaded on the website under link http://www.exideindustries.com/investors/governance-policies.aspx.

Since all related party transactions entered into by the Company were in the ordinary course of business and were on an arm's-length basis, there were no material related party transactions during the year. Form AOC – 2 is, therefore, not applicable to the Company.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant material orders passed by the regulators/courts/tribunals which would impact the going concern status of the Company and its future operations. However, member's attention is drawn to the statement on contingent liabilities and commitments in the notes forming part of the financial statements.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information pursuant to Clause (m) of Sub-Section (3) of Section 134 of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as **Annexure - VI**.

HUMAN RESOURCES

Your Company believes that the strategic purpose of Human Resources is to be a catalyst for the transformation of our people, which is required to ensure sustained business outperformance. Our Human Resources philosophy has been guided by the four pillars of Employee Efficiency, Development, Welfare and Culture Building.

Your Company continued its focus on talent management, capability building, leadership development and performance management. Under the umbrella of the "Exide Learning Academy", more than 2500 man-days of training were delivered on sales, service and manufacturing to improve the skills of our employees. High-potential development continued through the "Exide Power" initiative of individual development planning (IDP), e-learning, upskilling, special assignments, etc. In line with our effort of culture building, your Company this year had launched "Exide Coaching Academy" to develop leaders as coaches through focused reinforcement, role-modelling, etc. Several high potential employees have benefitted from the executive coaching extended to them.

With initiatives like the "Technocrat Programme", creation of "Technical Specialists" and "Learning Labs", your Company has laid the foundation to build a healthy pipeline of talent in the specialist areas of Research and Development.

Your Company continues to drive performance through a quarterly evaluation process and a competitive performance-based bonus for all its employees. The "You Did It" platform to publicly recognise and reward top performers continues to motivate our employees.

High-quality leadership talent has also been infused across all functions to build a talent pipeline. Besides, your Company continued to strengthen its position as an "Employer of Choice" across premier Business school campuses and create a strong talent pool to drive the Company's future growth.

The total number of employees of the Company as on 31st March, 2019, was 5,359.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and financial statements are being sent to Members and others entitled thereto, excluding the information on employees particulars which are available for inspection by the Members at the registered office of the Company during business hours on working days of the Company up to the date of the ensuing Annual

General Meeting. Any Member interested in obtaining a copy may write to the Company Secretary. Further, we confirm that there was no employee employed throughout the financial year or part thereof, who was in receipt of remuneration in the financial year which, in the aggregate, is in excess of that drawn by the Managing Director and Whole-time directors and holds by himself or along with his spouse and dependent children, not less than two per cent of the equity shares of the Company.

Particulars of employees pursuant to Section 197 of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, are annexed hereto and marked as **Annexure - VII**.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

Your Company has zero tolerance for sexual harassment at the workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, ('the Act') and Rules under it. It is committed to providing equal opportunities without regard to their race, caste, sex, religion, colour, nationality, disability, etc. Your Company has complied with provisions relating to the constitution of an Internal Complaints Committee under the Act. The Internal Committee (IC) composes of internal members and an external member who has extensive experience in the field.

Your Company had organised workshops and awareness programmes at regular intervals for sensitising employees on the issues and implications of workplace sexual harassment. These workshops not only help create a safe and happy work environment to prevent any incidents of such nature, but also an awareness on legal laws. Employees from various functions in Corporate, Marketing, R&D and Projects were part of these workshops.

During the financial year 2018-19, one case of sexual harassment was reported to IC which was duly investigated and closed.

DIRECTOR'S RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

a. That, in the preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;

c. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. That the Directors have prepared the annual accounts on a going concern basis;

e. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and

f. That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

FORWARD-LOOKING STATEMENTS

This Report contains forward-looking statements that involve risks and uncertainties.

When used in this Report, the words "anticipate", "believe", "estimate", "expect", "intend", "will", and other similar expressions as they relate to the Company and/or its businesses are intended to identify such forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Actual results, performance or achievements could differ materially from those expressed or implied in such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of their dates. This Report should be read in conjunction with the financial statements included herein and the notes thereto.

ACKNOWLEDGMENT

Your Directors would like to record their appreciation for the enormous personal efforts as well as the collective contribution of all the employees to the Company's performance. The directors would also like to thank its customers, employee unions, shareholders, dealers, suppliers, bankers, government agencies and all stakeholders for their co-operation and support to the Company and the confidence reposed on the management.

On behalf of Board of Directors

Sd/-
Bharat D Shah
Chairman
DIN: 00136969

Place : Mumbai
Date : 30th April, 2019

ANNEXURE - I

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
EXIDE INDUSTRIES LIMITED
Exide House
59 E, Chowringhee Road
Kolkata - 700020
West Bengal

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Exide Industries Limited** having its Registered Office at Exide House, 59 E, Chowringhee Road, Kolkata – 700020, West Bengal (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31.03.2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

AUDITORS' RESPONSIBILITY

Maintenance of Secretarial Records is the responsibility of the management of the Company. Our responsibility is to express an opinion on existence of adequate Board process and compliance management system, commensurate to the size of the Company, based on these secretarial records as shown to us during the said audit and also based on the information furnished to us by the officers' and the agents of the Company during the said audit.

We have followed the audit practices and processes as were appropriate to the best of our understanding to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.

We have not verified the correctness, appropriateness and bases of financial records, books of accounts and decisions taken by the Board and by various committees of the Company during the period under scrutiny. We have checked the Board process and compliance management system to understand and to form an opinion as to whether there is an adequate system of seeking approval of respective committees of the Board, of the Board, of the members of the Company and of other authorities as per the provisions of various statues as mentioned hereinafter.

Wherever required we have obtained the management representation about the compliance of the laws, rules and regulations and happening of events, etc.

The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of compliance procedures on test basis.

Our report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the Company.

We report that, we have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31.03.2019 according to the provisions of (as amended) :

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) Secretarial Standards as issued by The Institute of Company Secretaries of India;

(iii) The Securities Contracts (Regulation) Act, 1956 and the rules made there under;

(iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(v) Foreign Exchange Management Act, 1999 and the rules and regulation made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has specifically complied with the provisions of the following Act:

1. Legal Metrology Act, 2009

2. The Environment (Protection) Act, 1986 and Rules thereunder

to the extent of its applicability to the Company during the financial year ended 31.03.2019 and our examination and reporting is based on the documents, records and files as produced and shown to and the information and explanations as provided to us by the Company and its management and to the best of our judgment and understanding of the applicability of the different enactments upon the Company. Further, to the best of our knowledge and understanding there are adequate systems and processes in the Company commensurate with its size and operation to monitor and ensure compliances with applicable laws including general laws, labour laws, competition law, environmental laws, etc.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

During the period under review, provisions of the following regulations/guidelines/standards were not applicable to the Company:

(i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(ii) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(iii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(iv) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018;

(v) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

We further report that:

(a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place, if any, during the period under review were carried out in compliance with the provisions of the Act.

(b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

(c) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

(d) There are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that:

(a) The Company entered into an "Asset Purchase Agreement" with Tudor India Private Limited towards acquisition of its immovable assets (admeasuring 64,470 sq. mts.) and movable assets of its factory situated at "Plot No. 10/1, Kamalpur, N.H. No. 8, Taluka Prantij, District Sabarkantha, Gujarat."

(b) The Company has agreed to invest upto 30% of total equity share capital in each of the three special purpose vehicle(s) viz. "CSE Solar Sunpark Haryana Private Limited", "CSE Solar Sunpark Maharashtra Private Limited" and "Greenyana Solar Private Limited" aggregating upto Rs. 20.05 crores for setting up captive solar power projects for various manufacturing facilities of the Company.

(c) The Company has entered into a Joint Venture Agreement with Leclanché S.A., a company incorporated under the laws of Switzerland, to build lithium-ion batteries and provide energy storage systems for India's electric vehicle market and grid based applications.

For A. K. LABH & CO.
Company Secretaries

Sd/-
(CS A. K. LABH)
Practicing Company Secretary
FCS – 4848 / CP No.- 3238

Place: Kolkata
Dated: 30th April, 2019

ANNEXURE - II

BUSINESS RESPONSIBILITY REPORT 2018-19

About this Report

Now, more than ever before, sustainability is becoming a core issue for mainstream business. Enterprise sustainability today is a strategic business aspect that has to be embedded within the corporate culture for legal compliance as well as engagements with stakeholders and their well-being. In this world of increased instrumentation, interconnectedness and interdependency, Exide is making conscious efforts towards the adoption of a more sustainable business strategy. In our journey towards excellence and a sustainable future, Exide envisages becoming a global powerhouse respected by customers and preferred by investors, known for innovative products and solutions.

Business Responsibility, Corporate Social Responsibility (CSR) and governance of Sustainability are all driven from the top at Exide. Our Board and CSR Committee are entrusted with formulating, revising and updating our CSR Policy which governs the implementation of all our CSR initiatives in line with Section 135 of the Companies Act, 2013. Exide's governance philosophy embraces the tenets of trusteeship, transparency, empowerment and accountability, control and ethical corporate citizenship. Trusteeship recognises that large corporations have both an economic and a social purpose, thereby casting the responsibility on the Board of Directors to protect and enhance shareholder value, as well as fulfill obligations to other stakeholders.

This Business Responsibility Report complies with our accountability towards all our stakeholders. The report enumerates details required by SEBI's guidelines along with the nine principles of the Government of India's 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business'. It summarises our efforts to conduct business in a responsible manner.

About Exide Industries Limited

For more than seven decades, Exide has been one of India's most reliable brands, enjoying unrivalled reputation and recall. A leader in packaged power technology, Exide today is India's largest storage battery Company with the widest range of both conventional flooded as well as latest VRLA batteries. Our constant emphasis on innovation, extensive geographic footprint, strong relationship with marquee clients and steady technology upgrades with global business partners have made us a distinct frontrunner in the lead-acid storage batteries space for both automotive and industrial applications. Exide designs, manufactures, markets and sells the widest range of lead acid storage batteries in the world to cover the broadest spectrum of applications. With nine factories spread across the country, Exide's range and scale of manufacturing operations can be matched by very few companies in the world. Exide's manufacturing facilities are equipped with world's latest and most advanced machinery. The Company is constantly upgrading its technology and also acquiring new technology to meet the ever increasing demands of its customers. In addition to the state-of-the-art in-house R&D Centre recognised by the Government of India's Department of Scientific and Industrial Research (DSIR), Exide also acquires new technology through technical collaboration agreements with leading international battery manufacturers. Out of the nine factories, seven factories are dedicated to manufacturing batteries and the other two for home UPS Systems. Using the latest technological inputs, we manufacture batteries for the automotive, power, telecom, infrastructure projects, computer industries, as well as the railways, mining and defence sectors.

SECTION A General Information about the Company

1.	Corporate Identity Number (CIN) of the Company : L31402WB1947PLC014919		
2.	Name of the Company: Exide Industries Limited		
3.	Registered address: Exide House, 59E Chowringhee Road, Kolkata 700020, West Bengal, India		
4.	Website: www.exideindustries.com		
5.	Email id: exideindustrieslimited@exide.co.in		
6.	Financial Year reported: 2018-19		
7.	Sectors that the Company is engaged in (industrial activity code-wise)		

Industrial Activity Code* (as per Central Excise Tariff Code)	**Product Category**
272	Manufacture of batteries and accumulators
279	Manufacture of other electrical equipment

*As per National Industrial Classification - Ministry of Statistics and Programme Implementation

8. List of three key products that the Company manufactures (as in balance sheet):
   a. Electric storage batteries used for starting piston engines
   b. Other Lead-Acid Accumulators
   c. Home UPS systems

9. Total number of locations where business activity is undertaken by the Company

i.	Number of international locations	Three > Sri Lanka > Singapore > UK
Ii.	Number of national locations:	Nine Factories > Ahmednagar > Bawal > Chinchwad > Haridwar > Roorkee > Taloja > Haldia > Hosur > Shyamnagar

10. Markets served by the Company – Local/State/National/International

The Company has a pan India market presence through its extensive dealer network. Internationally in the fiscal year 2018-19, both Automotive and Industrial have registered substantial growth – primarily through penetrating into new markets and increasing the market shares in the existing business location serving markets in over 40 countries in the Middle East, South East Asia, Africa, Europe and the Americas.

SECTION B Financial Details of the Company

1.	Paid up Capital	Rs. 85 crores
2.	Total net turnover	Rs. 10,588.31 crores
3.	Total profit after taxes	Rs. 844.05 crores
4.	Total Corporate Social Responsibility (CSR) spend	Rs. 19.22 crores
5.	Total spending on CSR as a percentage of profit after tax (%)	2.28%
6.	Total spending on CSR as percentage of average net profit of the previous three years as per Companies Act, 2013 (%)	2.03%

7. List of activities in which expenditure in 4 above has been incurred

Corporate Social Responsibility has always been a source for creating positive and sustainable developmental impacts on society at large through various activities. The social investment projects revolve around the core thematic areas on basic education, health, environment management, women empowerment and community development. These thematic areas continue to remain the main pillars of Exide's CSR philosophy.

The Company invested Rs. 1921.89 lakh in 2018-19 for successful execution of numerous CSR projects across all locations including the manufacturing units at Haryana, Maharashtra, Tamil Nadu, Uttarakhand and West Bengal, and for certain projects at the national level. Among the nationally-renowned partner organisations through which the Company executed its CSR projects were Diabetics Association of India, Society for the Rehabilitation of Paraplegics, Marrow Donor Registry (India), Child in Need Institute (CINI), YUVA Unstoppable, India Sponsorship Committee, Cheshire Homes Kolkata and Indian Cancer Society. During the year under review, the Company collaborated with certain local partnerships especially for basic educational, employment enhancing vocational skill development training programme, health-related and public sanitation projects with Haltu Arya Balika Vidyalaya, Project UDAAN, Savitribai Phule Pune University, Parivaar Education Society, Child Reach, South Gurukul Society, Calcutta Rescue, VAANI – Deaf Children's Foundation, Little Sisters of the Poor (Calcutta)and Ramakrishna Mission Math. The rest of the social investment interventions were made directly through the dedicated CSR teams across all manufacturing units both at Exide and among its subsidiaries.

During the year under review, the Company continued to focus on projects for promoting education, and health and sanitation. Other significant projects were for public healthcare, women empowerment and promoting education including special education and employment enhancing vocation skills, eradication of hunger, poverty and malnutrition. Certain associated projects were undertaken for homes for destitute children as measures for reducing inequalities faced by socially and economically backward groups, enduring environmental sustainability and conservation of natural resources, training to promote rural sport, nationally recognised sports and setting up of old-age homes.

The year 2018-19 was earmarked for initiating significant programmes for employee-volunteering across all locations, which leveraged contribution from the employees for education and health-related engagements with the community. The Company also introduced an empowerment programme for selected students and performing artists from vulnerable groups such as rural women and people with disabilities as an annual event during the year 2018-19.

SECTION C Other Details

1.	Does the Company have any subsidiary Company/companies?	As on 31st March, 2019, your Company has eight (8) subsidiary companies out of which five are registered in India and three abroad. i. Exide Life Insurance Company Limited, (ELI), India ii. Chloride Metals Ltd (CML), India iii. Chloride Power Systems & Solutions Ltd (CPSSL), India iv. Chloride International Limited (CIL), India v. Exide Leclanche Energy Private Limited (ELEPL), India vi. Chloride Batteries S.E. Asia Pte Limited (CBSEA), Singapore vii. Espex Batteries Limited (ESPEX), UK viii. Associated Battery Manufacturers (Ceylon) Limited (ABML), Sri Lanka

2. Do the subsidiary Company/companies participate in the BR initiatives of the parent Company? If yes, then indicate the number of such subsidiary companies.

Yes. Our material subsidiaries, viz., Chloride Metals Limited (CML) and Exide Life Insurance Company Limited (ELI), have their individual CSR activities and sustainability initiatives completely aligned with the overall parent organisational framework for planning, execution, management and monitoring.

3. Do any other entity/entities (e.g. suppliers, distributors etc) that the Company does business with participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]

A large number of the Company's suppliers and other business associates are established entities in the organised sector. Further, several of the Company's customers are renowned OEMs. Most of such entities follow their own Business Responsibility initiatives. However, 30-60% suppliers participate in various business responsibility initiatives.

SECTION D BR Information

1. Details of Director/Directors responsible for BR		
a. Details of the Director/Directors responsible for the implementation of the BR policy/policies		
	DIN Number	00012306
	Name	Mr. Gautam Chatterjee
	Designation	Managing Director & Chief Executive Officer
b. Details of the BR head		
	• DIN Number • Name • Designation	The Executive Committee, comprising of Key Managerial Personnel, oversees the implementation of the BR Policies
	• Telephone Number	+91 33 23023400
	• Email id	exideindustrieslimited@exide.co.in

2. Principle-wise (as per NVGs) BR Policy/policies

(a) Details of compliance (Reply in Y/N)

Sl. No.	Questions	Business Ethics P1	Product Responsibility P2	Wellbeing of Employees P3	Stakeholder Engagement P4	Human Rights P5	Environment P6	Public Policy P7	CSR P8	Customer Relations P9
1	Do you have a policy for	Y*	Y*	Y	Y	Y	Y	N	Y	Y*
2	Has the policy being formulated in consultation with the relevant stakeholders	Y	Y	Y	Y	Y	Y	NA	Y	Y
3	Does the policy conform to any national/ international standards? If yes, specify? (50 words)	All policies conform to the various requirements of relevant regulatory authorities at the national and international level.								
4	Has the policy been approved by the board? If yes, has it been signed by the MD/Owner/ CEO/appropriated board director?	Y	N	Y	Y	Y	Y	NA	Y	Y
5	Does the Company have a specified committee of the Board/Director/Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	NA	Y	Y
6	Indicate the link for the policy to be viewed online	(i)	(i)	(ii)	(i) & (iii)	(v)	(iii)	NA	(iv)	(i)
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	NA	Y	Y
8	Does the Company have an in-house structure to implement the policy/policies	Y	Y	Y	Y	Y	Y	NA	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/ policies?	The Company has various grievance redressal mechanisms for different stakeholders like employees, shareholders, customers, regulatory authorities etc.								
10	Has the Company carried out independent audit/revaluation of the working of this policy by an internal or external agency?	N	N	N	N	N	Y	N	N	N

*The essence of this principle is embedded in the Company's vision, mission and core values statement

i) http://www.exideindustries.com/about/vision-mission.aspx

ii) http://docs.exideindustries.com/pdf/policies-certifications/human-resource-policy.pdf

iii) http://docs.exideindustries.com/pdf/policies-certifications/sustainability-policy.pdf
http://docs.exideindustries.com/pdf/policies-certifications/env-health-&-safety-policy.pdf
http://docs.exideindustries.com/pdf/policies-certifications/risk-management-policy.pdf

(iv) http://docs.exideindustries.com/pdf/CSR-Policy.pdf

(v) http://docs.exideindustries.com/pdf/policies-certifications/human-rights-policy.pdf

(b) If the answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

No	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The Company has not understood the principles									
2	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The Company does not have financial or manpower resources available for the task									
4	It is planned to be done within the next six months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)							Currently at a draft stage		

3. Governance related to BR

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than one year

The Executive Committee, comprising of the Key Management Personnel, is responsible for the strategic day to day management. This Committee of the Company oversees the implementation of and monitors the BR performance on a periodic basis. This Committee meets once every month.

(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently is it published?

Yes, the Company has been publishing business responsibility report as part of the annual report and the report has been aligned with National Voluntary Guidelines on Social, Environmental and Economic responsibilities of business, released by Ministry of Corporate Affairs and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This is published on a yearly basis.

SECTION E Principle-wise Performance

PRINCIPLE 1:

BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH ETHICS, TRANSPARENCY AND ACCOUNTABILITY

1. Does the policy relating to ethics, bribery and corruption cover only the Company?

The policies governing this subject cover employees, vendors and also subsidiaries of the Company. The Company is committed to conducting its business by adopting the highest standards of professional integrity and ethical behaviour. Towards this end, the Company has adopted a "Code of Conduct" for Directors and Senior Executives that lays down the principles and standards governing the actions of the leadership team.

The Company has a vigil mechanism which is being governed by the "Whistle Blower Policy" for employees and stakeholders of Company to report genuine concerns about unethical behaviour, actual or suspected, fraud or violation of Company's code of Conduct. Through this it has placed mechanism for ensuring confidentiality and protecting the whistle blower from any harassment/victimisation, retaliation, threat of termination of service, appropriate action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the whistle-blower's right to continue to perform his/her duties/functions including making further protected disclosure. The policy is monitored by the Chairman of Audit Committee and the whistle officer of the Company.

2. Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

Yes they extend to vendors, suppliers and also subsidiaries of the Company. Vendors, suppliers and contractors as well as their employees are covered by the written Code of Business Conduct that all vendors have to accept before supplying anything to the Company and comply with during the life of the business association.

3. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details in about 50 words.

During the financial year 2018-19, no complaint was received relating to ethics, bribery or corruption from any stakeholder.

PRINCIPLE 2:

BUSINESSES SHOULD PROVIDE GOODS AND SERVICES THAT ARE SAFE AND CONTRIBUTE TO SUSTAINABILITY THROUGHOUT THEIR LIFECYCLE

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and or opportunities

I. East Penn Punch technology – Reduction of the use of lead as a natural resource and hazardous material;

II. Advanced Valve Regulated Lead Acid (VRLA) technology for Telecom – Reduce water loss/ does not require water top-up by consumer; saves energy as required recharge energy is significantly lower than that of conventional flooded-type cells/ batteries;

III. Products for Solar Energy Storage – Promote the harvesting of environmentally friendly solar energy and support sustainability efforts in society.

2. For each such product provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

i. Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?

ii. Reduction during usage by consumers (energy, water) has been achieved since the previous year?

These data are yet to be tracked on a regular basis therefore, not applicable for this report.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)?

(a) If yes what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

Lead, the main raw material for the products of the Company, is sourced either through mining or by recycling of lead/lead-based products. The Company has taken up a programme for gradually increasing the quantity of recycled lead for use in its products. For this purpose, an elaborate system for collection of used batteries in the country has been put in place mainly through the extensive network of dealers of the Company. Towards this end, the Company has also acquired two lead smelting units for captive consumption. At present, close to 40% of the lead and lead alloy requirements of the Company are met through recycled lead. The vendors are assessed through the stringent on-boarding system that is part of the E-sourcing mechanism and have to comply with regular audits for maintaining the sustainability perspectives in line with the Vendor Policy.

4. Has the Company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work?

(a) If yes what steps have been taken to improve their capacity and capability of local and small vendors?

The Company's manufacturing facilities are at nine locations across India. In each of the locations, the Company has taken special measure to make small vendors an integral part of its supply chain. The key service inputs for manufacturing are sourced locally in almost all locations. The manpower suppliers/ contractors / maintenance, etc. are some of key services taken locally from small vendors. The Company encourages and develops local manufacturers and small enterprises for supply of various locally procurable goods, e.g boxing, charging and small-parts manufacturing. Regular technical assistance is given by the Company to upgrade and maintain the quality and sustainability of the products manufactured by such enterprises. New vendors are added every year for different categories of material supply and job work.

5. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste? (Separately as < 5%, 5-10%, >10%). Also provide details thereof in about 50 words or so.

The Company has a structured process to ensure recycling of products and waste generated during the process. The battery as a product at the end of the life is exchanged by dealers and old battery is collected from the customer. The Company also has a wholly-owned subsidiary 'Chloride Metals Limited' ('CML') to process these batteries and extract lead in an environment-friendly way. The extracted lead is a key input for the battery. During the process as well, wastes generated in the form of rejects or process waste are collected through a robust system and recycled. The Company ensures optimal usage of raw materials and emphasises on recycling the waste generated during the manufacturing process and also promotes use of recycled materials. Our subsidiary CML has two captive smelting plants for recycling of lead. Apart from this, the packaging material used by the Company also contains recycled paper to a significant extent. Also, most of the Plants of the Company use recycled grey water for cleaning and gardening purposes. All the manufacturing and one of the smelting units are certified under the environmental management system ISO 14001. As a result, all these locations have a robust waste management system that ensures plastic recycling for use in battery manufacturing. Bio-gas is also generated from canteen waste in one of the plants.

PRINCIPLE 3:

BUSINESSES SHOULD PROMOTE THE WELLBEING OF ALL EMPLOYEES

1. Please indicate the total number of employees – 5359
2. Please indicate the total number of employees hired on temporary/contractual/casual basis – 7883
3. Please indicate the number of permanent women employees – 111
4. Please indicate the number of permanent employees with disabilities – 1
5. Do you have an employee association that is recognised by the management – Yes
6. What percentage of your permanent employees is members of this recognised employee association? – 55%
7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour and sexual harassment in the last financial year and pending as on the end of the financial year.

Sr. No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1	Child labour/forced labour/involuntary labour	Nil	Nil
2.	Sexual harassment	1	Nil
3.	Discriminatory employment	Nil	Nil

8. What percentage of your under-mentioned employees were given safety training and training for upgrading skills in the last year?
   - Permanent employees – 40%
   - Permanent women employees – 3%
   - Casual/temporary/contractual employees – 10
   - Employees with disabilities – Nil

PRINCIPLE 4:

BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TOWARDS ALL STAKEHOLDERS, ESPECIALLY THOSE WHO ARE DISADVANTAGED, VULNERABLE AND MARGINALISED

1. Has the Company mapped its internal and external stakeholders? Yes/No

Yes. The Company has mapped its internal and external stakeholders as follows: Internal Stakeholders: All Employees

External Stakeholders: Customers, Dealers, Vendors, Technical Collaborators, Suppliers, Shareholders, Regulatory Authorities, NGOs, Social Institutions, communities around our operations and members of the society at large who are directly or indirectly impacted by the Company's operations.

2. Out of the above, has the Company identified the disadvantaged, vulnerable and marginalised stakeholders?

Yes. The Company's factories are located in semi-urban or rural areas where many basic amenities for the inhabitants are absent or minimal. The Company has identified the inhabitants of several neighbouring villages in the vicinity of its factories as the disadvantaged, vulnerable and marginalised stakeholders.

3. **Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders. If so, provide details thereof, in about 50 words or so.**

   Special initiatives had been taken up consciously by the organisation based on need assessment especially for the disadvantaged, vulnerable and marginalised stakeholders. Such initiatives were taken up by partnering with relevant organisations like Cheshire Homes Kolkata and India Sponsorship Committee. These initiatives revolved around appropriate nutrition, and health support for young girls and women with disabilities for inclusiveness and complete rehabilitation programmes for destitute children. Similarly, parallel initiatives were also implemented directly by some of the manufacturing units for health care, sanitation and livelihood enhancement programmes especially for destitute senior citizens, women and senior citizens from vulnerable backgrounds around the plant locations to alleviate their quality of life. Some of the significant ones are the women empowerment programme at our Taloja plant, which supports livelihood training to tribal women and provides them with opportunities for allied livelihood. In Bawal, a school bus initiative ensures that over 50 girl students are able to continue their education irrespective of residing in remote villages in Rewari district of Haryana.

PRINCIPLE 5:

BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

1. **Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others?**

   Human rights policy has been defined and communicated to all stakeholders. The areas specially covered are child labour, work hours, wages, forced labour, human trafficking, safe and healthy workplace, valuing diversity and community and stakeholders engagement. The policy is communicated to suppliers and it is governed by the business code of conduct. All suppliers have signed the business code of conduct.

2. **How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management?**

   None.

PRINCIPLE 6:

BUSINESS SHOULD RESPECT, PROTECT AND MAKE EFFORTS TO RESTORE THE ENVIRONMENT

1. **Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others?**

   The Company's environment policy is communicated to all Company employees, subsidiaries, suppliers and all its stakeholders.

2. **Does the Company have strategies/initiatives to address global environmental issues such as climate change, global warming etc? Y/N. If yes, please give hyperlink for webpage etc.**

   The Company recognises that climate change is a real threat facing not just the Company but the entire global community. Green Supply Chain through E-sourcing, Lithium Ion Technology, East Penn Punch, Solar Power related projects and Solar Battery manufacturing technology are some of the key strategies. Our products are being designed according to BS-VI standards. Company has a large product pipeline to support the demand and usage of solar energy initiatives. It is using PNG to reduce the CO2 emissions by our activities. The Company has a well laid down Environment and Sustainability policy and is always striving to implement measures to reduce GHG emissions. The Environmental Policy of the Company may be viewed at www.exideindustries.com.

   Energy efficiency initiatives throughout all our manufacturing units by enhancing the use of renewable energy like solar power, low energy consuming electrification system. Also we recycle the water and use the water in gardening to reduce water consumption across all factories.

3. **Does the Company identify and assess potential environmental risks? Y/N**

   Yes. The Company and its subsidiaries have a risk management process that actively identifies, assesses and addresses potential environmental risks and takes pre-emptive actions to mitigate such risks in a suitable manner. Risk Management framework at manufacturing units and subsidiaries are in operation. The vendors are also covered under the vendor sustainability model. Major vendors are already engaged for training and information dissemination on risk management. The engagement sessions with smaller vendors are in process. We have implemented the ISO 14001 system in all our factories and compliance to this standard with all regulatory requirements is ensured. Aspect and Impact of our operations/activities are identified and measures are ensured to reduce the impact on Environment through our operations/activities. Under corporate control environmental incidents and the improvements done are being monitored.

4. **Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof in about 50 words or so. Also, if yes, whether any environmental compliance report is filed.**

In order to move forward in clean development, the Company is optimising the SCM to reduce the carbon emissions in the distribution network by shipment distances and making warehouses near supply locations. This will reduce the unnecessary vehicle movement pan India and reduce carbon emissions. All manufacturing units and the smelting unit of our subsidiary Company 'CML' along with the industrial regional offices are ISO 14001 certified. Clean Development Mechanism (CDM) is eventually stringently followed as part of the compliance system of the certification. Therefore, air, water, noise emissions are monitored on a regular basis and regulated as per the prescribed norms for monthly reporting to the SPCBs at each location. Many of the Company's products are meant to provide clean energy or replacing polluting technologies. The Company is also engaged in renewable energy and solar power business whereby it manufactures batteries for the solar power systems. The Company also manufactures batteries for hybrid vehicles thereby contributing to the movement towards less dependence on fossil fuel.

The Company has also undertaken various projects for use of renewable energy, viz., solar and wind power, in its various plants, which should help reduce its carbon footprint. As stated earlier, proactive steps are taken to reduce GHG emissions on a continual basis.

5. **Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy etc. Y/N. If yes, please give hyperlink for webpage, etc.**

Yes. There is a constant focus at all level in the Company to conserve the energy and use it efficiently. This is the key to financial success also, as energy is one of important cost element of conversion cost. Your Company has been implementing short-and long-term actions to improve energy efficiency as its commitment towards minimising the effects of factors in climate change. Your Company has a mechanism to excel in this area. Regular review is conducted for evaluating the progress and effectiveness of various ongoing initiatives to reduce energy consumption. To produce solar energy, rooftop panels have been installed in the factories, energy audit is conducted and recommendations are acted on. The Company has been progressively reducing its energy and raw material consumption per unit of battery manufactured. The Annexure to the Director's Report contains details of the steps taken to conserve energy during the financial year 2018-19. We do VA/VE in our products to reduce the lead consumption in the product so that we can reduce the consumption of natural resources and as our product is hazardous in nature so this will also result in reducing the hazardous waste.

6. **Are the emissions/waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

Yes. All factories comply with CPCB/SPCB requirements with the prescribed emission norms. Legal register and compliance evaluation process are in place at all the manufacturing and smelting units. All the factories of the Company comply with various norms of State or Central Pollution Control Boards. The Company's factories have also obtained international certifications for environmental management and cleanliness. These all reports are verified by Government official and by the third party Auditors of the certification bodies every year during their visit to factories.

7. **Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of the financial year.**

No show-cause or legal notices from the pollution control authorities are pending as at the end of the financial year 2018-19.

PRINCIPLE 7:

BUSINESSES, WHEN ENGAGED IN INFLUENCING PUBLIC AND REGULATORY POLICY SHOULD DO SO IN A RESPONSIBLE MANNER

1. **Is your Company a member of any trade and chamber or association? If yes name only those major ones that your business deals with:**

The major industry associations of which the Company is a member include:

- Bengal Chamber of Commerce and Industry
- Confederation of Indian Industry
- Engineering Export Promotion Council of India

> Society of Indian Automobile Manufacturers

> Indian Electrical and Electronics Manufacturers Association

> Bombay Chamber of Commerce and Industry and

> Indian Battery Manufacturers' Association

2. Have you advocated/lobbied through the above associations for the advancement or improvement of public good? Yes/No; If yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy Security, Water, Food Security, Sustainable Business Principles, Others)

Through joint actions with various pollution control authorities and other associations, public awareness campaigns have been organised regarding the responsible use of lead and its proper disposal. The Company also took an active role in formulating the legislation for responsible handling and management of used lead-acid batteries. Apart from this, the Company is represented on the governing bodies and several committees — both at the state and national levels— of CII and the Bengal Chamber of Commerce and Industry and through these forums the Company actively participates in various issues concerning business and society.

PRINCIPLE 8:

BUSINESSES SHOULD SUPPORT INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

1. Does the Company have specified programmes/ initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

During FY 2018-19, the Company engaged in several socially inclusive and developmental projects. These were implemented not only at national level but around the adjoining areas of all its major plants and subsidiary units. The Company considers sustainable development as an important aspect for its social investment for inclusive growth and equitable development. Promoting basic education, skill development programmes especially for women, public sanitation facilities, water conservation projects for making safe drinking water available at all levels especially at schools and public places, diverse health care programme across all locations both locally and nationally, substantial investment for inclusive education, rehabilitation of vulnerable communities including children with disability, women and senior citizens from vulnerable and marginalised backgrounds, strategic rural development projects all provides testimony of the gamut of inclusive growth and equitable development in pursuit of the policy related to Principle 8.

2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/ government structures/any other organisation?

As mentioned in section: B Question No. 5 nearly 82% of the total CSR investments were executed through reputed NGOs/government institutions or in association with local elected bodies like panchayats and government schools. While 18% of the investments for relevant projects were implemented through in-house and dedicated CSR teams at each plant and subsidiary units led by the CSR team.

3. Have you done any impact assessment of your initiative?

Yes. CSR projects have been analysed for their impacts on the target beneficiaries by third party assessment organisation for some of the vital projects managed by the Central CSR team and at all the plants and subsidiary units. The entire study was conducted over three months and was led by the CSR team.

4. What is your Company's direct contribution to community development projects – amount in INR and the details of the projects undertaken

Overall the Company has spent Rs. 1,921.89 lakh on CSR projects during 2018-19 mainly for promoting education, health, sanitation, making available safe drinking water, enduring environmental sustainability and conservation of natural resources and women empowerment. The other significant ones were for promoting education including special education and employment enhancing vocation skills, rural development, and eradication of hunger, poverty and malnutrition, measures for reducing inequalities faced by socially and economically backward groups, setting up old-age homes, day-care centers and such other facilities for senior citizens. Direct interventions were made through significant social investments projects across all plant locations in Haryana, Uttarakhand, Maharastra, West Bengal, Tamil Nadu.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words or so.

The community development initiatives are planned and undertaken with a view to supporting the aspirations of the community, ensuring inclusive growth. To ensure sustained self-reliance and self-sufficiency of the communities, the CSR teams work meticulously in tandem with the communities at all locations to ensure that the projects are developed on the basis of need assessment conducted by the teams. This ensures better ownership and sustainable development in the long run once the CSR interventions cease to operate. Hence, the communities were aligned to adopt and adapt accordingly. Infrastructure projects specifically for educational institutions have made a significant difference to the schools. Such projects have helped to not only sustain the current capacity but has also ensured that the admissions increase and cases of school dropouts get reversed. Projects such as community solid waste management systems have been implemented by our plant in the south in association with the community and the local administration as the main stakeholders to assure that the community ownership for such projects are being taken into consideration from the planning stage. All the projects follow similar engagement with the key stakeholders to leverage long term sustainability and ownership in the community.

PRINCIPLE 9:

BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CUSTOMERS AND CONSUMERS IN A RESPONSIBLE MANNER

1. **What percentage of customer complaints/consumer cases are pending as at the end of the financial year?**

   The Company resolves customer complaints promptly and has taken a drive to close calls within 24 hours. There is escalation matrix in case complaints are not resolved promptly. As on 31st March 2019, 1.78% customer complaints/consumer cases were pending.

2. **Does the Company display product information on the product label, over and above what is mandated by local laws? Answer with Yes/No/NA/Remarks (additional information)**

   Yes, the Company has displayed all mandatory information on the product labels as per local laws. Over and above the same, the product labels are designed to make customers aware of the procedures for the safe usage, handling and disposal of the products.

3. **Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as at the end of the financial year? If so, provide details thereof in about 50 words or so.**

   None. There have been no cases relating to unfair trade practices, irresponsible advertising and/or anti-competitive behaviour against the Company in the last five (5) years.

4. **Did your Company carry out any consumer survey/ consumer satisfaction trends?**

   We have a process of taking customer feedback and customer satisfaction. It is taken periodically from all the OEMs. In trade segment the feedback is taken from the customers through portals and one of the vital parameters, Turn Around Time (TAT), is monitored for all the complaints raised by the customers. The overall pan-India TAT is two days and is improving every year. In our Industrial segment, the feedback from our customers is taken regularly and the improvements in products and services are done based on these feedbacks. In addition, customer care is an integral part of the organisational system for which the Company has set up more than 1500 exclusive outlets promising an out-of-the-world experience to customers. Familiar as Exide Care, these flagship outlets are the pride of Exide and reinforce the Company's commitment to superior customer care and service. These offer complete auto power solutions through the Company's wide range of products. Exide Care outlets are designed to maintain specified service standards and offer complete customer delight and experience of the brand through a combination of state-of-the-art design, pleasant ambience, cutting-edge service technology and customer focus.

   Exide Care is an on-demand battery service app that aims to put an end to all battery-related issues, whether it's an automobile or inverter.

   Exide Batmobile, started in the year 2000 is an emergency on-road service for cars and SUVs with a battery problem, Millions of customers have benefited from this service over the last 19 years.

On behalf of Board of Directors

Sd/-
Bharat D Shah
Chairman
DIN: 00136969

Place : Mumbai
Date : 30th April, 2019

ANNEXURE - III

REPORT ON CORPORATE GOVERNANCE 2018-19

GOVERNANCE PHILOSOPHY

The Company's approach and commitment to ethical Corporate Governance remains unchanged in its 72 years of existence. The underlying principles and core values still guide the Company in all its executive decision making processes.

Corporate Governance is an internalised process which drives your Company to remain in its path as a sustainable wealth creator for all its stakeholders – shareholders, customers, employees and the overall society at large within which it exists. Your Company believes that while substantial societal resources are being utilised by large corporates to generate wealth and add value, it is the principles of Corporate Governance that should keep them in the right track so that the process of wealth creation is sustainable over an extended period of time.

Your Company's principles of corporate governance are based on the philosophy of empowerment and responsibility. It feels the management must be empowered to drive the organisation forward in the best interest of all the stakeholders. This empowerment, however, also thrusts upon it the responsibility to stay within the framework of accountability and transparency so that its actions are sustainable over a long time and benefit the larger society.

Your Company believes that if proper checks and balances are worked into the system of functioning, then its executive decision making becomes more process driven than individual driven and there are minimal chances of abuse of authority.

In its quest to inculcate an ethical corporate culture and citizenship within the organisation, the Company's governance philosophy depends heavily on a few tenets. These are trusteeship, transparency, empowerment and accountability, control and ethical corporate citizenship. Your Company is of the view that by inculcating these tenets, the appropriate corporate culture can be created whereby the Company is managed in a way that reflects ethical corporate citizenship.

The tenet of trusteeship dictates that the Board of Directors will protect and enhance shareholder value as well as discharge the Company's obligations to all the other stakeholders. The Company's role in the economic and social spheres will be fulfilled under this tenet.

Under the tenet of transparency the Company makes necessary disclosures and explains the rationale behind its policies and decisions to all those who are affected by them.

Empowerment makes it possible for the Company to remain innovative across the levels. It makes every individual employee within the organisation free to determine his or her destiny in tune with that of the organisation. Empowerment means delegation and decentralisation so that decision making process is fast and transparent to everyone.

However, this freedom of action that empowerment allows is counter balanced by control which ensures that management decision making remains within the framework of rules. Checks and balances are devised in a way that prevents malpractices and removes opacity in decision making so that risk management becomes more effective.

The corporate governance principles and processes makes it possible for the Company to remain steadfast in its path of ethical corporate behaviour and citizenship. The principles are also manifest in its high standards of ethical behaviour, both internally and externally.

THE GOVERNANCE STRUCTURE

The following three interlinked levels within which Exide practice Corporate Governance:

1. Strategic supervision – by the Board of Directors
2. Strategic management – by the Executive Committee
3. Executive management – by the Divisional Heads of businesses

The structure ensures that at the ground level the executive management of the divisions are focused on embellishing the quality, efficiency and effectiveness of each business vertical. This level functions under the strategic day to day management of the executive committee that has under its ambit the overall vision of the entire organisation. Above both these is the Board of Directors that provides the strategic supervision on behalf of the shareholders. The Board is free from the task of strategic management but has the larger role of guiding the executive management with objectivity so that accountability is ensured at all levels.

The central role of these three entities is dependent on the structure. Their role, in turn determines the responsibilities that is vested in them. Each entity is formally empowered with the requisite powers so that there is no hindrance to its discharge of responsibilities for the overall growth of the organisation.

BOARD OF DIRECTORS

In terms of the Company's corporate governance policy, all statutory and other significant and material information are placed before the Board to enable it to discharge its responsibilities of strategic supervision of the Company and as trustees of stakeholders.

Composition

As on the date of this report, the Board of Directors of the Company consists of four (4) Executive Directors and seven (7) Non-Executive Directors. The composition of the Board represents an optimal mix of professionalism, knowledge and experience in business, finance, audit, law, corporate governance and corporate management which enables the Board to discharge its responsibilities and provide effective leadership to the business. The skills and expertise available with the Board are adequate within the context and needs of the business of the Company. The positions of the Chairman of the Board and the Chief Executive Officer of the Company are held by separate individuals, where the Chairman of the Board is a Non-Executive Independent Director. None of the directors of your Company are related to each other.

The details of each member of the Board along with the number of Directorship(s)/Committee Membership(s)/Chairmanship(s) are provided herein below:

Composition and Directorship(s)/Committee Membership(s)/Chairmanship(s) as on 31st March, 2019

Name of Director	Category of Directors	No. of other Directorships held excluding Exide*	Committee memberships held in other Companies (**)		Directorships held in other Listed entities and category of directorship
			As Member	As Chairperson	
Mr. Bharat Dhirajlal Shah	Independent Non-Executive Chairman	8	7	1	1. Hexaware Technologies Limited (Non-Executive Independent) 2. Strides Pharma Science Limited (Non-Executive Independent) 3. 3M India Limited (Non-Executive Independent & Chairman) 4. Mahindra Lifespace Developers Limited (Non-Executive Independent)
Mr. Rajan B Raheja	Non-Executive Non-Independent	4	1	Nil	1. Prism Johnson Limited (Non-Executive, Non-Independent) 2. Supreme Petrochem Limited (Non-Executive Promoter)
Mr. Gautam Chatterjee	Executive Director	4	Nil	Nil	Nil
Mr. Asish Kumar Mukherjee	Executive Director	3	1	Nil	Nil
Mr. Subir Chakraborty	Executive Director	4	Nil	Nil	Nil
Mr. Arun Mittal	Executive Director	3	Nil	Nil	Nil
Mr. Vijay Aggarwal	Independent Non-Executive Director	5	2	3	1. Aptech Limited (Non-Executive Independent) 2. Prism Johnson Limited (Managing Director)
Ms. Mona N Desai	Independent Non-Executive Director	1	Nil	Nil	Nil

Name of Director	Category of Directors	No. of other Directorships held excluding Exide*	Committee memberships held in other Companies (**)		Directorships held in other Listed entities and category of directorship
			As Member	As Chairperson	
Mr. Sudhir Chand	Independent Non-Executive Director	1	2	Nil	1. ESAB India Limited (Non-Executive Independent)
Mr. Nawshir H Mirza	Independent Non-Executive Director	5	1	4	1. The Tata Power Company Limited (Non-Executive Independent) 2. Thermax Limited (Non-Executive Independent)
Mr. Surin Shailesh Kapadia	Independent Non-Executive Director	1	Nil	Nil	1. EIH Associated Hotels Limited (Non-Executive Independent)

* Excludes directorships in Indian Private Limited companies, Foreign companies, Companies u/s 8 of the Companies Act, 2013 and memberships of managing committees of various chambers/bodies and alternate directorships.

** Committees include only Audit Committee and Stakeholder's Relationship Committee

Appointment/Re-appointment of Directors

Mr. Subir Chakraborty retires by rotation in accordance with the provisions of the Companies Act, 2013 (the Act) and being eligible offers himself for re-appointment at the ensuing Annual General Meeting.

Mr. Sudhir Chand and Ms. Mona N Desai, Non-Executive Independent Directors are eligible for re-appointment as an Independent Director for a second term and hence their re-appointment is proposed at the ensuing AGM through a Special Resolution.

Mr. Gautam Chatterjee is proposed to be re-appointed as Managing Director and Chief Executive Officer for a further period of two years with effect from 1st May, 2019. Mr. Subir Chakraborty is proposed to be appointed as Deputy Managing Director for a period of two years with effect from 1st May, 2019. Mr. Arun Mittal is also proposed to be re-appointed as Whole time director designated as Director-Automotive for a further period of five years with effect from 1st May, 2019. All the above appointments and re-appointments are placed for approval of the Members at the ensuing Annual General Meeting of the Company.

A brief resume of the Directors proposed to be appointed and re-appointed, along with the particulars of directorships held by them, has been appended to the Notice for the Annual General Meeting which is being circulated to the Members along with this report.

Ms. Mona N Desai and Mr. Sudhir Chand holds 78,666 and 18,872 Equity Shares respectively in the Company. Mr. Gautam Chatterjee holds 10,000 Equity Shares, Mr. Subir Chakraborty holds 1,106 Equity Shares and Mr. Arun Mittal holds 1,152 Equity Shares in the Company.

Meetings and Attendance

During the financial year ended 31st March, 2019, 5 (five) board meetings were held on 7th May, 2018, 1st August, 2018, 1st October, 2018, 5th November, 2018 and 4th February, 2019 respectively. The previous Annual General Meeting was held on 2nd August, 2018.

Directors' attendance at Board Meetings and Annual General Meeting (AGM):

Name of Director	No. of Board Meetings Attended	Attendance at last AGM
Mr. Bharat Dhirajlal Shah	5	Yes
Mr. Rajan B Raheja	3	-
Mr. Gautam Chatterjee	5	Yes
Mr. Asish Kumar Mukherjee	5	Yes
Mr. Subir Chakraborty	5	Yes
Mr. Arun Mittal	4	Yes
Mr. Vijay Aggarwal	5	Yes
Ms. Mona N Desai	5	Yes
Mr. Sudhir Chand	4	Yes
Mr. Nawshir H Mirza	5	Yes
Mr. Surin Shailesh Kapadia	5	Yes

Independent Directors

Independent Directors play a significant role in the governance processes of the Board by enriching the Board's decision making and also preventing possible conflicts of interest that may emerge in such decision making.

The Company has appointed Independent Directors for a term of five years from their respective dates of appointment as per the requirements of the Act and SEBI (Listing Obligations & Disclosure requirements) Regulations, 2015 (hereinafter referred to as "SEBI Regulations, 2015"). The Nomination & Remuneration committee identifies candidates based on certain laid down criteria and takes into consideration the need for diversity of the Board and accordingly makes recommendation to the Board.

None of the existing Independent Director serve as independent Director in more than seven listed companies in line with the requirements of SEBI Listing Regulations, 2015. The said Independent Directors have also confirmed that they meet the criteria of independence as laid down in the Act and SEBI Listing Regulations, 2015 as amended. In the opinion of the Board, the Independent Directors fulfill the conditions specified in the SEBI Listing Regulations, 2015 and are independent of management.

Pursuant to Regulation 25(9) of SEBI Listing Regulations, 2015 the Board of Directors took on record the declaration and confirmation submitted by the Independent Director under sub-regulation (8) after undertaking due assessment of the veracity of the same.

Directors' Induction, Training and Familiarisation

The Board is responsible for the selection of new directors on the recommendations received from the Nomination and Remuneration committee. After getting appointed, the directors receive a formal letter of appointment which inter alia explains the role, functions, duties and responsibilities expected from him/her as a director of the Company. The director is also explained in detail the compliances required to be made under the Companies Act and the SEBI (Listing Obligations & Disclosure requirements) Regulations, 2015 (hereinafter referred to as "SEBI Regulations, 2015") and other relevant regulations.

By way of an introduction to the Company, the director is presented with the Company profile, annual reports and an overview of the Company's manufacturing facilities. All Non-Executive Directors newly inducted in the Board are introduced to the Company through appropriate orientation sessions. Presentations are made by various Executive Directors and Senior Management Personnel and site visits to various plant locations are organised for them to provide a complete oversight into the Company's operations and business. Detailed presentations on Company's business segments, if any, performance updates, global business environment, business strategy and risks involved are periodically made at the board meetings during the year.

The details of such familiarisation programmes for Independent Directors along with the familiarisation policy are available on the Company's website at http://www.exideindustries.com/investors/governance-policies.aspx.

Board Portal – Meetings Management System

With a view to leverage advancement in technology and reducing paper consumption, the Company has adopted a web-based application for transmitting Board/Committee agenda. The Directors of the Company receive the agenda in electronic form through this application, which can be accessed through browsers and iPads/tablets. The application meets high standards of integrity and ensures confidentiality that is required for storage and transmission of Board/Committee agenda in electronic form.

Code of Conduct for Directors and Senior Executives

All Directors and members of the Senior Management have affirmed their compliance with the Code of Conduct for Board of Directors and Senior Executives as on 31st March, 2019 and a declaration to that effect, signed by the Managing Director & CEO is enclosed and forms part of this report. The Code of Conduct for Board of Directors and Senior Executives has also been posted on the website of the Company at http://www.exideindustries.com/investors/governance-policies.aspx. Pursuant to SEBI (LODR) (Amendment) Regulations, 2018, the Board of Directors during the year, reviewed and amended the said Code. The revised Code is known as 'Code of Conduct for Board of Directors and Senior Management Personnel'.

COMMITTEES OF THE BOARD

The constitution, terms of reference and the functioning of the existing Committees of the Board is explained below. Each of these Committees demonstrates the highest levels of integrity and has the requisite expertise to handle issues relevant to their field.

A. Audit Committee

The Audit Committee acts as an interface between the Statutory Auditors and Internal Auditors, the Management and the Board of Directors. The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Act and SEBI Listing Regulations, 2015 which was reviewed and amended by the Board of Directors during the year.

The role / terms of reference of the Audit Committee is to –

(a) Assist the Board of Directors of the Company in fulfilling its responsibilities to oversee the:

i. Company's financial reporting process;

ii. the integrity of the Company's financial statements as per authority and responsibilities provided in the Charter;

iii. Auditors' appointment, qualifications and independence;

iv. the performance of the Company's internal audit function and that of statutory auditors.

(b) Overseeing the reporting requirements for inclusion in the Company's annual report.

(c) Laying down the criteria for granting the omnibus approval in line with Policy on Related Party Transactions and such approval shall be applicable in respect of transactions which are repetitive in nature.

(d) Review with management of quarterly and annual financial statements.

(e) Review the compliance of risk management system, adequacy and effectiveness of internal financial controls and system to ensure compliance with the provisions of all applicable laws.

(f) Review the compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time and verify adequacy and effectiveness of internal control system to ensure its compliance.

The role / terms of reference of the Audit Committee are in conformity with the SEBI Regulations, 2015 read in conjunction with Section 177 of the Companies Act, 2013.

Composition and Attendance

The Audit Committee presently comprises of five (5) Non-Executive Independent Directors. Mr. Nawshir H Mirza, Chairman of the Committee is a Non-Executive Independent Director and a Chartered Accountant, acknowledged as a financial expert in his own right. All the other members are well versed in corporate finance and related areas.

During the financial year ended 31st March, 2019, 6 (six) Audit Committee meetings were held on 7th May, 2018, 13th June, 2018, 31st July, 2018, 5th November, 2018, 17th December, 2018 and 4th February, 2019 respectively. The composition and attendance of the Committee meetings are as follows:

Name of Director	Category	Designation	Number of meetings attended
Mr. Nawshir H. Mirza	Independent Non-executive	Chairman	6
Mr. Vijay Aggarwal	Independent Non-executive	Member	5
Ms. Mona N Desai	Independent Non-executive	Member	6
Mr. Sudhir Chand	Independent Non-executive	Member	6
Mr. Surin Kapadia	Independent Non-executive	Member	6

The Chairman of the Committee was present at the Annual General Meeting of the Company held on 2nd August, 2018.

The Managing Director & CEO, Director- Finance & CFO and Chief-Internal Audit are permanent invitees to the Audit Committee meetings. The representative(s) of the Statutory Auditors also attend the Audit Committee meetings. The Company Secretary acts as the Secretary to the Committee. Other directors and members of the management are also invited as may be required from time to time.

During the year under review, the Audit Committee held a separate one-to-one meeting with the Statutory Auditors to obtain their inputs on significant matters relating to their respective areas of audit without the presence of the management.

B. Nomination & Remuneration Committee

The terms of reference of the Nomination and Remuneration Committee inter alia includes the following:

i. To identify persons who are qualified to become directors and who may be appointed in the senior management and to lay down the criteria thereof;

ii. To recommend to the Board appointment of Directors and Senior Management Personnel and their removal;

iii. To evaluate the individual directors performance;

iv. Formulate the criteria for determining the qualification, positive attribute and independence of the directors;

v. Recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and other employees; and

vi. Devising a policy on board diversity.

During the year under review, the Nomination & Remuneration policy was reviewed and amended by the Board of Directors. The revised policy is available on the website of the Company at http://www.exideindustries.com/investors/governance-policies.aspx.

For the performance evaluation criteria for Independent Directors, please refer Board's Report.

Composition and Attendance

The Nomination and Remuneration Committee presently comprises of five (5) Non-Executive Directors. Mr. Vijay Aggarwal is the Chairman of the Committee who is also a Non-Executive Independent Director. The Company Secretary acts as the Secretary to the Committee.

During the financial year ended 31st March, 2019, five (5) meetings of the Nomination & Remuneration Committee were held on 7th May, 2018, 1st August, 2018, 5th November, 2018, 4th February, 2019 and 29th March, 2019 respectively.

The composition and attendance details of the Committee meetings are as follows:

Name of Director	Category	Designation	Number of meetings attended
Mr. Vijay Aggarwal	Independent Non-Executive	Chairman	5
Ms. Mona N Desai	Independent Non-Executive	Member	5
Mr. Sudhir Chand	Independent Non-Executive	Member	5
Mr. Rajan B Raheja*	Non-Executive Non-Independent	Member	-
Mr. Surin Shailesh Kapadia*	Independent Non-Executive	Member	1

* Appointed w.e.f. 4th February, 2019

The Chairman of the Committee was present at the Annual General Meeting of the Company held on 2nd August, 2018.

Remuneration of Directors

Details of Remuneration paid/payable to the Directors for the year ended 31st March, 2019 are as follows:

(in Rs.)

Name of Director	Salary & Performance Bonus	Contributions to retiral funds	Perquisites & Other benefits	Commission[1]	Sitting Fees[2]	Total
Executive Directors						
Mr. Gautam Chatterjee	2,53,00,000	60,34,567	23,83,111	1,19,90,000	-	4,57,07,678
Mr. Asish Kumar Mukherjee	1,38,09,752	34,75,224	19,84,131	69,04,876	-	2,61,73,983
Mr. Subir Chakraborty	92,77,092	23,34,581	16,42,237	46,38,546	-	1,78,92,456
Mr. Arun Mittal	74,56,004	18,13,138	17,19,431	36,02,500	-	1,45,91,073
Non-Executive Directors						
Mr. Rajan B Raheja	-	-	-	-	2,25,000	2,25,000
Mr. Vijay Aggarwal	-	-	-	15,00,000	6,25,000	21,25,000
Ms. Mona N Desai	-	-	-	15,00,000	6,75,000	21,75,000
Mr. Sudhir Chand	-	-	-	15,00,000	6,00,000	21,00,000
Mr. Bharat Dhirajlal Shah	-	-	-	40,00,000	3,75,000	43,75,000
Mr. Nawshir H Mirza	-	-	-	40,00,000	6,75,000	46,75,000
Mr. Surin Shailesh Kapadia	-	-	-	15,00,000	6,75,000	21,75,000

1. The Commission for the year ended 31st March, 2019 will be paid, subject to deduction of tax, after adoption of accounts by the Members at the ensuing Annual General Meeting.
2. The sitting fee paid to the Non-Executive Directors is towards attending the Board and Audit Committee meetings held during the year.

Notes:

All the Executive Directors of the Company have been appointed on contractual basis. As per the contract, the notice period is 3 months.

Payment of remuneration to the Executive/Whole-time directors of the Company is governed by the terms and conditions of their appointment as recommended by the Nomination and Remuneration Committee and approved by the Board subject to the approval of the Shareholders and the Central Government, where applicable.

Non-Executive/Independent Directors of the Company receive remuneration by way of fees for attending meetings of the Board or Committee thereof as approved by the Board from time to time within the prescribed limits. Non-Executive Independent Directors may also be paid commission as approved by the Shareholders subject to a limit of 1% of the net profits of the Company computed under the applicable provisions of the Companies Act, 2013. The Commission payable to the Independent Directors is determined by the Board upon the recommendation of Nomination & Remuneration Committee within the aforesaid limit of 1% of the net profits after taking into account their attendance, roles and responsibilities in various Committees of the Board, their operational and functional expertise and contribution made by them.

In accordance with the approval of the Shareholders in the Annual General Meeting held on 19th July 2016, the payment of commission to Non-Executive Directors has been determined by the Board, which is well within the ceiling of 1% of net profits of the Company for the year ended 31st March, 2019 as computed under applicable provisions of the Companies Act, 2013. The allocation of the Commission amongst the eligible Non-Executive Independent Directors has been decided by the Board with each interested director present not participating in the deliberations in respect of his own commission.

Shareholding of Non-Executive Directors

Name of Director	No. of shares held as on 31st March, 2019
Ms Mona N Desai	78,666
Mr. S Chand	18,872

Apart from the above, there was no pecuniary relationship or transactions between the Company and Non-Executive Directors.

The performance criteria for the purpose of payment of remuneration to the Directors are in accordance with the Nomination and Remuneration policy of the Company.

C. Stakeholders Relationship Committee

Pursuant to SEBI (LODR) (Amendment) Regulations, 2018, the terms of reference of Stakeholders Relationship Committee was reviewed and amended by the Board of Directors during the year under review.

The revised terms of reference of the Stakeholders Relationship Committee inter alia includes the following:

(a) Resolving grievances of security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc;

(b) Review of measures taken for effective exercise of voting rights by shareholders;

(c) Review of adherence to service standards adopted by the Company in respect of various services being rendered by R&TA;

(d) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the Shareholders of the Company;

Composition and Attendance

The Stakeholders Relationship Committee of the Company comprises of three (3) Directors. Mr. Sudhir Chand, Non-Executive Independent Director is the Chairman of the Stakeholders Relationship Committee. Mr. Jitendra Kumar, Company Secretary and Executive Vice President (Legal & Administration) is the Compliance Officer and acts as the Secretary to the Committee.

During the financial year 2018-19, the Committee met once on 28th February, 2019. The composition and attendance details of the Committee meeting are as follows:

Name of Director	Category	Designation	Number of meetings attended
Mr. Sudhir Chand	Independent Non-Executive	Chairman	1
Mr. Subir Chakraborty	Executive	Member	1
Mr. G Chatterjee	Executive	Member	1

The Chairman of the Committee was present at the Annual General Meeting of the Company held on 2nd August, 2018.

Investor Grievance Redressal Mechanism

During the financial year ended 31st March, 2019, 14 complaints were received from Shareholders. All complaints have been redressed to the satisfaction of the Shareholders and none of them were pending as on 31st March, 2019.

Number of complaints received and resolved during the year and pending share transfers as on 31st March, 2019:

Number of complaints pending at the beginning of the financial year 2018-19	NIL
Number of complaints received during the financial year 2018-19	14
Number of complaints redressed during the financial year 2018-19	14
Number of complaints pending redressal at the end of the financial year 2018-19	NIL
Number of pending share transfers as at 31st March, 2019	NIL

D. Share Transfer Committee

The Share Transfer committee approves the transfer/ transmission of shares, sub-division or consolidation of shares and issue of new/duplicate share certificates and related matters. The Share Transfer committee presently comprises of three (3) Executive Directors.

Composition and Attendance

During the financial year ended 31st March, 2019, 9 (nine) meetings of Share Transfer committee were held on 14th June, 2018, 1st August, 2018, 22nd August, 2018, 11th September 2018, 9th November, 2018, 10th December, 2018, 7th January, 2019, 28th February, 2019 and 13th March, 2019 respectively. The composition and attendance details of the committee meetings are as follows:

Name of Director	Category	Designation	Number of meetings attended
Mr. Gautam Chatterjee	Executive	Chairman	9
Mr. Asish Kumar Mukherjee	Executive	Member	9
Mr. Subir Chakraborty	Executive	Member	9

All routine matters including inter alia formalities pertaining to transfer, transmission, etc. within specified threshold limits as delegated by the Board are being dealt by "Share Transfer Committee of Executives" comprising of a representative from the Registrar & Share Transfer Agent, the Compliance Officer and an Officer from the Secretarial team which meets at least once in a fortnight.

E. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee is responsible for -

1. formulating the CSR policy and proposing revisions as and when required subject to the approval of the Board of Directors;
2. proposing budget allocation for the CSR activities, subject to the approval of the Board of Directors;
3. identifying modalities of implementing the CSR activities;
4. formulation of an effective monitoring system;
5. monitoring the progress of the CSR programs on a regular basis;
6. review the impact assessment; and
7. annually report to the Board, the status of CSR activities and contributions made.

The Committee has formulated a Corporate Social Responsibility policy indicating the activities to be undertaken by the Company and recommend the expenditure on the specified CSR activities pursuant to Schedule VII of the Companies Act, 2013 and also monitor the policy from time to time. The said policy is available on the website of the Company at http://www.exideindustries.com/investors/governance-policies.aspx

Composition & Attendance

The Corporate Social Responsibility Committee comprises of four (4) members with Mr. Bharat D Shah, Non-Executive Independent Director acting as Chairman.

Four meetings of the Corporate Social Responsibility Committee were held during the year on 7th May, 2018, 1st August, 2018, 5th November, 2018 and 4th February, 2019 respectively. The composition and attendance details of the Committee are given below:

Name of Director	Category	Designation	Number of meetings attended
Mr. Bharat Dhirajlal Shah	Independent Non-Executive	Chairman	4
Mr. Sudhir Chand	Independent Non-Executive	Member	4
Mr. Gautam Chatterjee	Executive	Member	4
Mr. Subir Chakraborty	Executive	Member	4

F. Risk Management Committee

Pursuant to the Regulation 21 of SEBI (LODR) (Amendment) Regulations, 2018, the Board of Directors has constituted "Risk Management Committee" with following five members:

Name of Director	Category	Designation
Mr. Surin Shailesh Kapadia	Independent Non-Executive	Chairman
Mr. Gautam Chatterjee	Executive	Member
Mr. Subir Chakraborty	Executive	Member
Mr. Asish K Mukherjee	Executive	Member
Mr. Arun Mittal	Executive	Member

The broad area of terms of reference of the Committee, inter alia, includes the following:

> Identify risks and suggest measures to mitigate it;

> Monitoring and reviewing risk management plan;

> Evaluation & mitigation of cyber security related risks; and

> To deal with such matters as may be referred to by the Board of Directors from time to time.

G. Banking Operations Committee

The Banking Operations Committee has been constituted to approve opening and closing of bank accounts, change in signatories and carrying on other routine banking operations. The Committee presently comprises of three (3) Executive Directors, viz. Mr. Gautam Chatterjee, Mr. Asish Kumar Mukherjee and Mr. Subir Chakraborty.

H. Executive Committee

The Executive Committee comprises of the Executive Directors, Key Management Personnel and Senior Management Personnel viz. Mr. Gautam Chatterjee, Mr. Asish Kumar Mukherjee, Mr. Subir Chakraborty, Mr. Arun Mittal, Mr. Jitendra Kumar, Mr. Arnab Saha, Mr. Ranjan Sarkar, Dr. Dipak Sen Choudhury, Ms. Nupur Roy Choudhury and Mr. Avik Roy.

The Committee focuses on the strategic management issues of the Company, subject to the overall supervision of the Board of Directors.

I. Independent Directors Meeting

During the year under review, the Independent Directors met once on 4th February, 2019 inter alia, to discuss:

i. Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;

ii. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;

iii. Evaluation of the quality, content and timelines of flow of information between the management and the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the said meeting.

MAJOR POLICIES ADOPTED BY THE COMPANY

I. Whistle Blower Policy/Vigil Mechanism

In accordance with the provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI Regulations 2015, every listed Company is required to have a vigil mechanism for the directors, employees and stakeholders to report their genuine concerns and grievances. The Company has a whistle blower policy in place and the same is also available on the website of the Company. The Audit Committee of Directors is entrusted with the responsibility to oversee the vigil mechanism. During the year, no personnel were denied access to Audit Committee.

In line with the amendments in SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the policy was reviewed and revised by the Board of Directors during the year. The revised Whistle Blower Policy is uploaded on the Company's website under the following web-link http://www.exideindustries.com/investors/governance-policies.aspx

II. Policy on Material Subsidiaries

In accordance with the requirements of Regulation 16(1)(c) of SEBI Regulations, 2015 the Company has a policy on material subsidiaries. A subsidiary shall be considered a material subsidiary if any of the following conditions is satisfied:

a. if the net-worth (i.e. paid-up capital and free reserves) of the subsidiary exceeds 10% of the consolidated net worth of the Company and its subsidiaries in the immediately preceding accounting year; or

b. if the income of the subsidiary exceeds 10% of the consolidated income of the Company and its subsidiaries in the immediately preceding accounting year.

In line with the amendments in SEBI (LODR) (Amendment) Regulations, 2018, during the year, the policy was reviewed and revised by the Board of

Directors. The revised policy on material subsidiaries have been uploaded on the Company's website under the following web-link http://www.exideindustries.com/investors/governance-policies.aspx.

III. Policy on Related Party Transactions

All transactions entered into with the related parties during the financial year ended 31st March, 2019 were in the ordinary course of business and on an arm's length basis and without any conflict of interest in accordance with the provisions of the Companies Act, 2013 and SEBI Regulations, 2015. Moreover, there were no materially significant related party transactions during the financial year which were in conflict with the interest of the Company. Suitable disclosures as prescribed under the applicable Accounting Standard have been made in the notes to the Financial Statements.

In line with the amendments in SEBI (LODR) (Amendment) Regulations, 2018, during the year, the policy was reviewed and revised by the Board of Directors. The revised policy for related party transactions has been uploaded on the Company's website. The web-link is http://www.exideindustries.com/investors/governance-policies.aspx

IV. Policy on Determination of Materiality for Disclosures and Archival Policy

In accordance with Regulation 30 of SEBI Regulations, 2015, the Company has framed a policy on determination of materiality for disclosures to disclose events or information which, in the opinion of the Board of Directors of the Company, are material. Further the Company has an Archival policy in line with the requirements of SEBI Regulations to ensure that information relating to the Company is adequately disclosed on its website as required by law.

The policies have been uploaded on the Company's website. The web-link is http://www.exideindustries.com/investors/governance-policies.aspx.

V. Policy on Preservation of Documents

In accordance with Regulation 9 of SEBI Regulations, 2015, the Company has framed a policy on Preservation of Documents approved by the Board of Directors of the Company. The policy is intended to define preservation of documents and to provide guidance to the executives and employees working in the Company to make decisions that may have an impact on the operations of the Company. It not only covers the various aspects on preservation of the documents, but also the safe disposal/destruction of the documents. The Policy has been uploaded on the Company's website. The web-link is http://www.exideindustries.com/investors/governance-policies.aspx.

VI. Dividend Distribution Policy

In accordance with Regulation 43A of SEBI Regulations, 2015, the Company has framed the Dividend Distribution Policy approved by the Board of Directors of the Company. The Dividend Distribution Policy of the Company endeavours to maintain a consistent approach towards dividend payment to its shareholders and regulate the process of dividend declaration and its payout by the Company as per the laws in force. The Policy inter alia covers the financial parameters that will be considered when declaring dividends, internal and external factors that would be considered for declaring dividends and the circumstances under which shareholders can or cannot expect dividend. The Policy has been uploaded on the Company's website. The web-link is http://www.exideindustries.com/investors/governancepolicies.aspx.

GENERAL BODY MEETINGS

Particulars of last three Annual General Meetings:

AGM	Year Ended	Venue	Date	Time
69th	31.03.2016	Kala Mandir, 48 Shakespeare Sarani, Kolkata – 700 017	19.07.2016	11.00 AM
70th	31.03.2017	Kala Mandir, 48 Shakespeare Sarani, Kolkata – 700 017	27.07.2017	11.30 AM
71st	31.03.2018	Kala Mandir, 48 Shakespeare Sarani, Kolkata – 700 017	02.08.2018	10.30 AM

SPECIAL RESOLUTIONS

The details of the special resolutions passed by the Company at the last three Annual General Meetings (AGMs) are given herein below:

Date of AGM	Subject matter of the resolution	Triggering Section of the Companies Act
19th July, 2016	-	-
27th July, 2017	-	-
2nd August, 2018	-	-

POSTAL BALLOT

No resolution requiring postal ballot was placed before the last Annual General Meeting. No resolution requiring postal ballot is being proposed at the ensuing Annual General Meeting.

DISCLOSURES

a. There were no materially significant related party transactions entered into by the Company with promoters, directors, key managerial personnel or other persons which may have a potential conflict with the interest of the Company.

b. Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

   There was no such instance of non-compliance during the last three years.

c. All mandatory requirements have been appropriately complied with and the non-mandatory requirements are dealt with at the end of the report.

d. **Disclosure of commodity price risk and commodity hedging activities**

   Lead and Lead Alloys are the primary materials consumed in the manufacture of batteries representing more than 70% of total material consumption by value.

   The Company procures about 30% of its Lead and Lead Alloys requirement through imports or import parity pricing based on prices quoted on London Metal Exchange (LME). Balance 70% of its Lead and Lead Alloys are procured from Local Smelters, including its own Smelters, prices of which are influenced by demand/supply situation as well as LME price movement.

   At times, prices of Lead and Lead Alloys become volatile due to sudden changes in demand/supply situation as well as LME price movement due to international forces. The Company procures Lead and Lead Alloys mostly at current pricing or on LME averages and there is no long-term contract for pricing.

   About 30% of Company's business with OEMs as well as institutional customers are having "Lead price variation clause" (Lead price denominated pricing). Hence, this portion of the business is protected from Lead price volatility. Balance 70% of Company's business to retail customers are exposed to lead price volatility as prices are determined by market forces. However, increasing usage of recycled lead, replacing consumption of pure lead, which is cheaper than pure lead and not directly exposed to LME price movement, to some extent reduces the risk of lead price volatility.

   Exposure to currency fluctuations and its impact on Company's business is significant since about 30% of Lead and Lead Alloys procurement is based on "import parity price." Moreover, there are imports of few other materials as well as most of the capital goods (machineries).

   While exposure to currency fluctuation on Lead and Lead alloy cost is to some extent mitigated as stated above, exposure on account of other imports remains. However, exports, which constitutes about 6% of Company's business, acts as an automatic hedge against risks resulting from currency fluctuation.

   As a policy, the Company does not enter into Commodity hedging. Accordingly, as on the date of reporting, there was no open position held by the Company on Commodity futures or options. Same principle applies in case of currency also. Very few "forward covers" are taken, at times, against import liabilities when situation warrants. As at end of March'19 there was no "forward cover contract" which remained open, for foreign currency liability.

e. Certificate from M/s Sushil Tiwari & Associates, Company Secretary in practice certifying that none of the directors on the Board of the Company are debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed at the end of this Report.

f. Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part - Rs. 1,79,70,138/-

g. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The status of the complaints filed, disposed and pending during the financial year ended 31st March, 2019 is given below:

No. of complaints filed during the year 2018-19	1
No. of complaints disposed during the year 2018-19	1
No. of complaints pending during the year 2018-19	0

h. The disclosures on corporate governance as required under Regulation 17 to 27 and Clause (b) to (i) of sub regulation (2) of Regulation 46 have been adhered and complied with.

MEANS OF COMMUNICATION

A. Quarterly results and Audited Financial Results are generally published in following Newspapers:

Business Standard
The Economic Times
The Telegraph
The Times of India
The Hindu Business Line
The Mint
Ananda Bazar Patrika
Eishamay

B. The Company's website at www.exideindustries.com is regularly updated with financial results.

C. Whether MD & A is a part of Annual Report : Yes

D. Whether Official news Releases and Presentations made to Institutional Investors/Analysts are posted on the web-site of the Company : Yes

GENERAL SHAREHOLDER INFORMATION

1. The 72nd Annual General Meeting is proposed to be held for the financial year: 1st April 2018 to 31st March, 2019.

2. The Company has furnished information, as required under Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, relating to appointment of directors and re-appointment of retiring directors. Shareholders may kindly refer to the Notice convening the 72nd Annual General Meeting of the Company. The name of other companies in which the directors appointed/re-appointed holds directorship and the membership of committees of the board are also given in the annexure to the Notice convening the 72nd Annual General Meeting.

3. **Annual General Meeting for the financial year 2018-19**

Date	3rd August, 2019 (Saturday)
Venue	Kala Mandir, 48 Shakespeare Sarani, Kolkata – 700 017
Time	10.00 A.M.
Dates of Book Closure for Final Dividend	27th July, 2019 to 3rd August 2019 (both dates inclusive)
Last Date of receipt of Proxy Forms	1st August, 2019 (10.00 A.M.)

4. **Tentative financial calendar for 2019-2020**

First Quarterly Results	August, 2019
Second Quarterly/Half Yearly Results	November, 2019
Third Quarterly Results	February, 2020
Annual Results for the year ending on 31st March, 2020	April/May 2020
Annual General Meeting for the year ending on 31st March, 2020	July/August 2020

5. **Dividend Payment Date**

During the financial year 2018-19, the Company paid an interim dividend @ Rs 1.60 per equity share to its shareholders.

The final dividend @ Re. 0.80 per equity share as recommended by the Board at its meeting held on 30th April, 2019 for the year ended 31st March, 2019, if approved by the Shareholders at the ensuing Annual General Meeting to be held on 3rd August, 2019, will be paid within 30 days from the date of the Annual General Meeting.

Unclaimed Dividend

Section 124 of the Companies Act, 2013 mandates that companies transfer dividend that has been unclaimed for a period of seven (7) years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). In accordance with the following schedule, the dividend for the years mentioned as follows, if unclaimed within a period of seven years, will be transferred to IEPF:

Details of Unclaimed Dividend as on 31.03.2019

Year	Type	Account No	Date of Declaration	Due Date for transfer to IEPF
2012	Final	704784	17-Jul-12	27-Aug-19
2013	Interim	00142220002464	19-Oct-12	24-Nov-19
2013	Final	704862	16-Jul-13	21-Aug-20
2014	Interim	33105176380	23-Oct-13	29-Nov-20
2014	Final	50200006512872	22-Jul-14	28-Aug-21
2015	Interim	704922	21-Jul-14	21-Aug-21
2015	Final	50200013542151	31-Jul-15	06-Sept-22
2016	Interim	50200015464528	28-Oct-15	04-Dec-22
2016	Final	50200020247750	19-Jul-16	25-Aug-23
2017	Interim	705017	26-Oct-16	02-Dec-23
2017	Final	50200025616737	27-Jul-17	01-Sept-24
2018	Interim	50200027732367	25-Oct-17	30-Nov-24
2018	Final	50200032462904	02-Aug-18	07-Sep-25
2019	Interim	50200034736340	05-Nov-18	11-Dec-25

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 2nd August 2018 (date of last Annual General Meeting) on the Company's website http://www.exideindustries.com/investors/unclaimed-dividends.aspx and on the website of Ministry of Corporate Affairs.

Transfer of Unclaimed Dividend and Shares to Investor Education and Protection Fund

During the year, pursuant to section 124 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 the Company has transferred 3,72,698 equity shares to the DEMAT Account of IEPF authority maintained with NSDL in respect of which dividend had remained unclaimed/unpaid for a consecutive period of seven years, details whereof are provided in the Notes of the Notice of the 72nd Annual General Meeting. The process of claiming unpaid/unclaimed dividend and/or shares transferred by the Company to IEPF is provided in the notes of the Notice of 72nd Annual General Meeting of the Company and is also available at http://www.exideindustries.com/investors/unclaimed-dividends.aspx

The Nodal officer of the Company for IEPF refund is Mr. Jitendra Kumar whose email id is cosec@exide.co.in.

6. Listing of Equity Shares on Stock Exchanges and Stock Code/Symbol

ISIN: INE302A01020

The Equity Shares of the Company are presently listed on the following Stock Exchanges:

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

The listing fees for the Financial Year 2019-20 has been paid to the above Stock Exchanges.

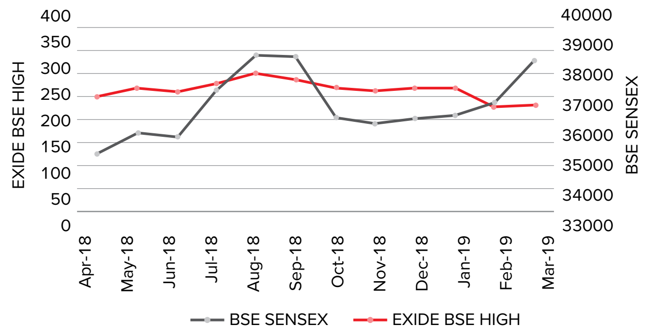
7. Stock Market price date for the year on BSE, NSE & CSE

Month	BSE(#)		NSE(#)		CSE*	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April 2018	251.35	222.70	252.00	223.10	*	*
May 2018	270.40	242.00	270.50	241.85	*	*
June 2018	261.95	245.65	245.05	261.45	*	*
July 2018	280.50	250.55	280.50	253.00	*	*
August 2018	302.90	260.30	304.70	259.60	*	*
September 2018	288.45	252.05	288.50	251.75	*	*
October 2018	269.80	238.80	269.95	240.10	*	*
November 2018	263.55	236.90	266.00	237.05	*	*
December 2018	271.00	242.10	271.50	241.80	*	*
January 2019	270.50	215.90	270.70	215.50	*	*
February 2019	229.45	194.65	230.95	194.30	*	*
March 2019	234.40	215.75	234.55	215.50	*	*

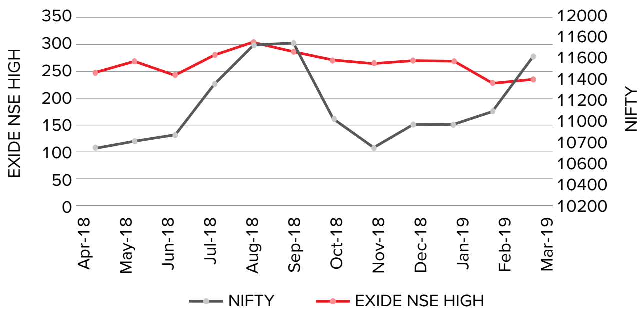
(#) Source BSE and NSE web-site

* No trading on the exchange

8. (a) Performance of Exide Share Price in comparison to BSE Sensex



(b) Performance of Exide Share Price in comparison to NIFTY



9. Registrar and Transfer Agent

The Company has engaged the services of C B Management Services (P) Ltd, P-22 Bondel Road, Kolkata- 700 019, a SEBI registered body as its Registrar and Share Transfer Agent for processing transfers, sub-division, consolidation, etc. Since trading in Company's shares can now be done only in the dematerialised form, request for demat and remat should be sent directly to the Registrar through concerned depository participants. The Company has made arrangements for dematerialisation of its share currently held in physical form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

10. Share Transfer System

As stated above, the Company's shares are compulsorily traded in demat mode on the stock exchanges. The shareholders are therefore requested to kindly note that physical documents, viz. Demat Request Forms (DRF) and share certificates, etc. should be sent by their Depository Participants (DP's) directly to the Share Transfer Agents. Any delay on the part of the DP's to send the DRF and the share certificates beyond 15 days from the date of generation of the DRN by the DP will be rejected/cancelled. This is being done to ensure that no demat requests remain pending with the Share Transfer Agent beyond a period of 15 days. Shareholders should, therefore, ensure that their DP's do not delay in sending the DRF and share certificates to the Share Transfer Agent after generating the DRN.

Share Transfer Forms (SH-4) for shares held in physical mode which are received by the Company are promptly processed and share certificate duly endorsed are issued within 30 days of the date of lodgment subject to documents being valid and complete in all respects.

The Company obtains from a Company Secretary in practice, a half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of the said certificate with stock exchanges.

Transfer of physical shares has been discontinued from 1st April, 2019 in line with Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 & Press Note No. PR No. 12/2019 dated 27th March, 2019 issued by Securities and Exchange Board of India other than transfer of documents re-lodged for registration to remove the deficiencies raised prior to such deadline. Pursuant thereto, the Company has sent letters/ reminders to those shareholders holding shares in physical form advising them to dematerialise their holding.

Members holding shares in physical form are requested to dematerialise their holdings at the earliest as it will not be possible to transfer shares held in physical mode as per extension of the deadline announced by SEBI. However, Shareholders are not barred from holding shares in physical form.

11. Nomination Facility

Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital & Debentures) Rules, 2014, nomination facility is available to the shareholders. This facility is mainly useful for shareholders holding the shares in single name. In cases where the shares are held in joint names, the nomination will be effective only in the event of death of all the joint holders.

Investors are advised to avail of this facility, especially those holding securities in single name, to avoid the expensive and long drawn process of transmission by law.

Investors holding shares in physical form may obtain nomination form (Form SH-13) from the Registrar and Share Transfer Agent of the Company. However, if the shares are held in dematerialised form, the nomination has to be intimated to your depository participants directly, as per the format prescribed by them.

12. Share Transfer Record

Month	No. of Transfer	No. of shares processed
April, 2018	1	7,420
May, 2018	NIL	NIL
June, 2018	1	1,508
July, 2018	6	21,261
August, 2018	7	1,845
September, 2018	2	1,480
October, 2018	9	12,892
November, 2018	33	15,382
December, 2018	24	13,871
January, 2019	5	7,851
February, 2019	6	8,504
March, 2019	1	180

13. Distribution of Shareholding as on 31.03.2019

Range	Shares		Shareholders	
	No. of shares of face value Re. 1/- each	% of total shares	Total no. of holders	% of Total holders
1-5000	3,86,89,877	4.55	1,48,544	97.73
5001-10000	1,27,11,082	1.49	1,802	1.19
10001-20000	1,17,29,296	1.38	844	0.55
20001-30000	62,53,507	0.73	257	0.17
30001-40000	44,04,686	0.52	126	0.08
40001-50000	32,01,479	0.38	71	0.05
50001-100000	87,24,888	1.03	121	0.08
100001 & above	76,42,85,185	89.92	235	0.15
TOTAL	**85,00,00,000**	**100.00**	**1,52,000**	**100.00**

14. Shareholding pattern of the Company as on 31.03.2019:

Category	No. of shares	% of total issued shares
Promoter Holding	39,09,54,666	45.99
Foreign Institutional Investors	8,45,74,016	9.95
Non-Resident Individual	37,06,268	0.44
Mutual Funds	15,40,20,435	18.12
Financial Institutions, Insurance Companies & Banks	4,20,78,520	4.95
Public	10,21,50,432	12.02
Bodies Corporate	6,81,66,173	8.02
Directors & their relatives	5,18,194	0.06
Investor Education and Protection Fund	38,31,296	0.45
Total	**85,00,00,000**	**100.00**

15. Dematerialisation of Shares and Liquidity

Exide shares are tradable compulsorily in the electronic form. We have established connectivity with both depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The International Securities Identification Number (ISIN) allotted to our shares under the Depository system is INE302A01020.

As on 31st March, 2019, 98.94% of the Company's total shares representing 84,01,63,321 shares are held in dematerialised form and 1.16% representing 98,36,679 shares are in physical form.

Category	Number		% to Total Equity
Demat Mode			
NSDL	82,707	81,03,11,205	95.33
CDSL	65,162	2,98,52,116	3.51
Total	**1,47,869**	**84,01,63,321**	**98.84**
Physical Mode	4,131	98,36,679	1.16
Grand Total	**1,52,000**	**85,00,00,000**	**100.00**

16. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs, ADRs, Warrants or any other convertible instruments.

17. Cost Audit

Name of the Cost Auditor:	Shome & Banerjee Cost Accountants 5A, Nurulla Doctor Lane (West Range) 2nd Floor, Kolkata – 700 017 Regn No.: 000001
Actual date of filing the Cost Audit Report for 2017-18:	21st August, 2018

18. Commodity Price risk or Foreign Exchange risk and Hedging activities

The same has already been explained under the heading 'Disclosures' in this report.

19. Plant Locations

Sate	Address
West Bengal	91 New Chord Road, Authpur, Shamnagar, 24 Parganas (N)- 743 128
West Bengal	Durgachak, Haldia, Dist Midnapore, West Bengal- 721 602
Haryana	Plot No. 179, Sector 3, HSIIDC Growth Centre, Bawal- 123 501
Maharashtra	D2, MIDC Industrial Estate, Chinchwad East, Pune- 411 019
Maharashtra	Plot No. T-17 MIDC Taloja Industrial Area, Taloja- 410 208
Maharashtra	E-5, MIDC, Nagpur Taluka, Ahmednagar - 414 111
Tamil Nadu	Chichurakanapalli, Sevaganapalli Panchayat, Hosur Taluk, Dist Krishnagiri - 635 103
Uttarakhand	Khasra No. - 275, Lakeshwari Industrial Area, Bhagwanpur, Roorkee, Dist-Haridwar – 247 661
Uttarakhand	Plot No. 31, Sector 8A, Integrated Industrial Estate, Ranipur, Haridwar – 249 403

20. Address for Correspondence

The Company's registered office is situated at Exide House, 59E, Chowringhee Road, Kolkata- 700 020.

All Shareholders'correspondence should be addressed to:

(a) Share Department, Exide Industries Limited
Exide House, 59E Chowringhee Road,
Kolkata- 700 020.

Contact Person:
Mr. Jitendra Kumar
Company Secretary and Compliance Officer,
Tel Nos.: [033] 23023400/ 22832118/ 2171
Fax No.: [033] 2283 2637
Email : Jitendrak@exide.co.in

(b) C B Management Service (P) Ltd.
P-22 Bondel Road, Kolkata- 700 019

Contact Person:
Mr. Amit Banerjee,
GM- Operations
Tel No.: [033] 4011 6700//40116725/ 40116729/ 40116742
Fax No.: [033] 4011 6739
Email: rta@cbmsl.com

(c) For investor grievances, shareholders may send an email to cosec@exide.co.in

21. List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilisation of funds, whether in India or abroad.

Facilities/Instruments	Credit rating by ICRA
Short term debt instrument (Commercial paper)	ICRA A1+
Long term banking facility (Fund based and Non-fund based facility)	ICRA AAA

There has been no revision in ratings as compared to last year.

Status as regards adoption/non adoption of discretionary requirements laid down in Part E of Schedule II of Regulation 27(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forming part of the Report on Corporate Governance

Particulars	Status
The Board A non-executive chairperson may be entitled to maintain a Chairperson's office at the expense of the Company and also allowed reimbursement of expenses incurred in performance of his duties.	Not adopted
Shareholders Rights A half-yearly declaration of financial performance including summary of the significant events in the last six months, may be sent to each household of shareholders.	Not adopted
Modified opinion (s) in audit report Company may move towards a regime of financial statements with unmodified audit opinion.	Company's financial statements have unmodified audit opinion.
Separate posts of Chairperson and CEO The Company may appoint separate persons to the post of Chairperson and Managing Director/CEO	Adopted
Reporting of Internal Auditor The Internal auditor may report directly to the Audit Committee	Not Adopted

Pursuant to Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Compliance Certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance by the Company is annexed with the Directors' Report.

On behalf of Board of Directors

Sd/-
Bharat D Shah
Chairman
DIN: 00136969

Place : Mumbai
Date : 30th April,2019

Independent Auditor's Certificate on Compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Members of
Exide Industries Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 11 October 2018.

2. This report contains details of compliance of conditions of Corporate Governance by Exide Industries Limited ('the Company'), for the year ended 31 March 2019, as stipulated in regulations 17-27, clause (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('Listing Regulations'), pursuant to the Listing Agreement of the Company with Stock Exchanges.

Management's Responsibility for compliance with the conditions of Listing Regulations

3. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company along with the maintenance of all its relevant supporting records and documents. The Management is also responsible for ensuring that the Company complies with the requirements as stipulated in Regulations 17-27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations.

Auditors' Responsibility

4. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2019.

6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes ('Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

10. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

for B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Sd/-
Jayanta Mukhopadhyay
Partner
Membership Number : 055757
UDIN : 19055757AAAAAB2663

Place : Mumbai
Date : 30th April, 2019

Certification by Chief Executive Officer (CEO) & Chief Financial Officer (CFO)

The Board of Directors
Exide Industries Limited
Exide House
59E, Chowringhee Road
Kolkata – 700 020

We, Gautam Chatterjee, Managing Director & CEO and A K Mukherjee, Director-Finance & CFO of Exide Industries Limited certify to the Board in terms of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that we have reviewed the financial statement and cash flow statement of the Company for the financial year ended 31st March, 2019.

1. To the best of our knowledge and belief, we certify that:

   a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations; and
   c) there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

2. For the purposes of financial reporting, we accept the responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, and further state that there were no deficiencies in the design or operation of such internal controls.

3. We do further certify that there has been:

a) no significant changes in internal controls over financial reporting during the year;
b) no significant changes in accounting policies during the year; and
c) no instances of fraud, of which we are aware during the period.

	Sd/-	Sd/-
	Gautam Chatterjee	**A K Mukherjee**
Place : Mumbai	*Managing Director & CEO*	*Director-Finance & CFO*
Date : 30th April, 2019	DIN: 00012306	DIN: 00131626

Annual Declaration under Regulation 34(3) read with Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

DECLARATION

As required under Regulation 34(3) read with Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all the Board members and Senior Executives of the Company have complied with Code of Conduct of the Company for the year ended 31st March, 2019.

Sd/-
Gautam Chatterjee
Managing Director & CEO
DIN: 00012306

Place : Mumbai
Date : 30th April, 2019

Certificate under Regulation 34(3) read with Schedule V Para C clause (10)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

As required under Regulation 34(3) read with Schedule V Para C clause (10)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby certify, on the basis of our examination of records and according to information supplied to us by Exide Industries Limited that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continue as Directors of companies by Securities and Exchange Board of India, Ministry of Corporate Affairs or any such Statutory Authority during the year ended 31st March, 2019.

For Sushil Tiwari & Associates
Company Secretaries

Sd/-
Sushil Tiwari
Proprietor
ACS: 6199 CP: 1903

Place : Kolkata
Date : 22nd April, 2019

ANNEXURE - IV

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. **A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.**
   Extracts of the CSR Policy is stated towards the end of this Report:

   Weblink:
   http://www.exideindustries.com/investors/governance-policies.aspx

2. **Composition of the CSR Committee:**
   Mr. Bharat D Shah (Chairman)
   Mr. Sudhir Chand (Member)
   Mr. Gautam Chatterjee (Member)
   Mr. Subir Chakraborty (Member)

3. **Average net profit of the Company for last three financial years:**
   Average net profit: Rs. 94,911 lakh

4. **Prescribed CSR Expenditure (two per cent of the amount as in item 3 above):**
   Rs. 1,898.22 lakh

5. **Details of CSR spend for the financial year:**
   a. **Total amount spent for the financial year:**
   Rs. 1,921.89 lakh

   b. **Amount unspent, if any:**
   None

   c. **Manner in which the amount spent during the Financial Year is detailed below:**

(Rs. in Lakh)

SL.	CSR project or activity identified	Sector in which the project is covered	Projects or Programs (1) Local area or other (2) specify the state and district where projects and program was undertaken	Amount outlay (Budget) project or program wise	Amount spent on the Projects or Programs Sub Heads: (1) Direct expenditure on projects or programs (2) overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through Implementing Agency
1	Promoting health care including preventive health care	Clause i	Maharastra - Mumbai; West Bengal - South 24 Parganas, Kolkata	969.50	990.71	990.71	Diabetics Association of India, Society for the Rehabilitation of Paraplegics, Marrow Donor Registry (India), Calcutta Rescue, VAANI – Deaf Children's Foundation, Dakshin Chabbish Parganas Pratibandhi Kalyan Sanstha, Little Sisters of the Poor (Calcutta), Indian Cancer Society
2	Sanitation	Clause i	West Bengal - South 24 Parganas	6.00	6.00	6.00	Ramkrishna Mission Math
3	Sanitation and making available safe drinking water; Promoting education, including vocation skills especially among children & women; enduring environmental sustainability and conservation of natural resources	Clause i; ii; iv	Haryana - Rewari; Maharastra - Mumbai & Pune; West Bengal - Kolkata	472.67	474.40	474.40	Haltu Arya Balika Vidyalaya, Loreto Convent Entally, St. Xavier College, The Art of Living Foundation - Project UDAAN, Child in Need Institute (CINI), Savitribai Phule Pune University, Parivaar Education Society, Child Reach, YUVA Unstoppable & South Gurukul Society

(Rs. in Lakh)

SL.	CSR project or activity identified	Sector in which the project is covered	Projects or Programs (1) Local area or other (2) specify the state and district where projects and program was undertaken	Amount outlay (Budget) project or program wise	Amount spent on the Projects or Programs Sub Heads: (1) Direct expenditure on projects or programs (2) overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through Implementing Agency
4	Sanitation, Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care; promoting education especially among children and the differently abled; setting up homes for orphans and measures for reducing inequalities faced by socially and economically backward groups & enduring environmental sustainability and conservation of natural resources	Clause i; ii; iii; iv	Maharastra - Pune; West Bengal - Kolkata	52.00	51.25	51.25	Cheshire Homes India-Kolkata unit & India Sponsorship Committee
5	Impact Assessment of CSR projects on Sanitation and making available safe drinking water; promoting health care including preventive health care; promoting education especially among children and the differently abled; setting up homes for orphans and measures for reducing inequalities faced by socially and economically backward groups including vocation skills especially among children & women; women empowerment; enduring environmental sustainability and conservation of natural resources; Library creation; rural development	Clause i, ii, iii, iv, v, x	Haryana - Rewari; Maharastra -Raigarh, Ahmednagar, Pune, Mumbai & Nagpur; Madhya Pradesh - Seoni; Tamil Nadu - Krishnagiri; Karnataka – Kolar; West Bengal - South 24 Parganas, Purba Medinipur, Kolkata, North 24 Parganas; Uttarakhand - Haridwar & Roorkee	6.00	6.49	6.49	Direct
6	Promoting education including special education and employment enhancing vocation skills	Clause ii	Haryana - Rewari; Maharastra -Raigarh, Ahmednagar, Tamil Nadu - Krishnagiri; West Bengal - Purba Medinipur, Kolkata, North 24 Parganas; Uttarakhand - Haridwar & Roorkee;	200.55	201.59	201.59	Direct

(Rs. in Lakh)

SL.	CSR project or activity identified	Sector in which the project is covered	Projects or Programs (1) Local area or other (2) specify the state and district where projects and program was undertaken	Amount outlay (Budget) project or program wise	Amount spent on the Projects or Programs Sub Heads: (1) Direct expenditure on projects or programs (2) overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through Implementing Agency
7	Promoting health care including preventive health care; Promoting education & Women Empowerment	Clause i; ii; iii	Haryana - Rewari; Maharastra - Raigarh, Pune	11.70	11.49	11.49	Direct
8	Sanitation and making available safe drinking water	Clause i	Haryana - Rewari; Maharastra - Ahmednagar, Pune	33.50	32.98	32.98	Direct
9	Setting up old age homes, day care centers and such other facilities for senior citizens	Clause iii	Maharastra - Raigarh	7.00	7.00	7.00	Direct
10	Enduring environmental sustainability and conservation of natural resources	Clause iv	Tamil Nadu - Krishnagiri; West Bengal - Purba Medinipur	8.25	8.25	8.25	Direct
11	Promoting health care including preventive health care	Clause i	Haryana - Rewari; Maharastra - Raigarh, Ahmednagar, Pune; West Bengal - Purba Medinipur, North 24 Parganas	61.05	60.05	60.05	Direct
12	Training to promote rural sport, nationally recognised sports, Paralympics sports and Olympic sports	Clause vii	West Bengal - Purba Medinipur	20.00	20.00	20.00	Direct
	TOTAL			1898.22	1921.89	1921.89	

6. The Company has no shortfall in CSR spending during the year under review.

7. Responsibility Statement

The Responsibility Statement of the Corporate Social Responsibility Committee of the Board of Directors of the Company is reproduced below:

The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and policy of the Company.

Sd/-
Gautam Chatterjee
Managing Director & CEO
DIN: 00012306

Sd/-
Bharat D Shah
Chairman of the CSR Committee
DIN: 00136969

Place : Mumbai
Date : 30th April, 2019

Extracts of the CSR POLICY

(Approved by the Board of Directors on 24th February, 2015)

Our aim is to be one of the most respected companies in India delivering superior and sustainable value to all our customers, business partners, shareholders, employees and host communities.

The CSR initiatives focus on holistic development of host communities and create social, environmental and economic value to the society.

To pursue these objectives we will continue to:

i Increasingly contribute to activities that are beneficial to the society and community at large.

ii Chart out a mechanism for undertaking CSR activities.

iii Engage with the Company's key stakeholders in matters related to CSR activities.

iv Align the CSR activities undertaken by the Company with the applicable laws

ANNEXURE - V

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i)	CIN	:	L31402WB1947PLC014919
ii)	Registration Date	:	31st January 1947
iii)	Name of the Company	:	**Exide Industries Limited**
iv)	Category/Sub-Category of the Company	:	Public Company Limited by Shares
v)	Address of the Registered office and contact details	:	Exide Industries Limited Exide House, 59 E Chowringhee Road, Kolkata 700020
vi)	Whether listed company Yes/No	:	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	C B Management Services (P) Ltd. P-22, Bondel Road, Kolkata 700019, West Bengal , India Ph: +913340116700/6729 Fax: +913340116739 email: rta@cbmsl.com, Website: www.cbmsl.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ Service	% total turnover of the Company
1	Storage Battery	27202	99%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiaries/ Associate	% of shares held	Applicable Section
1	**Chloride Power Systems and Solutions Ltd.** Exide House,59E Chowringhee Road, Kolkata 700 020	U31100WB1980PLC032796	Subsidiary	100%	Section 2(87)(ii)
2	**Chloride Metals Ltd.** Exide House,59E Chowringhee Road, Kolkata 700 020	U34300WB1998PLC181003	Subsidiary	100%	Section 2(87)(ii)
3	**Exide Life Insurance Company Ltd.** No. 3/1, 3rd floor, JP techno Park, Millers road, Bangalore - 560001	U66010KA2000PLC028273	Subsidiary	100%	Section 2(87)(ii)
4	**Chloride International Ltd.** Exide House,59E Chowringhee Road, Kolkata 700 020	U31402WB1947PLC014918	Subsidiary	100%	Section 2(87)(ii)
5	**Exide Leclanche Energy Private Ltd.** Plot No. 10/1, Kamalpur, NH No.8, Prantij, District: Sabarkantha, Gujarat, India, 383205	U74999GJ2018PTC104468	Subsidiary	74.99%	Section 2(87)(ii)

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiaries/ Associate	% of shares held	Applicable Section
6	**Chloride Batteries S.E Asia Pte. Ltd.** 106 Neythal Road Singapore 628594	N.A.	Subsidiary	100%	Section 2(87)(ii)
7	**Associated Battery Manufactures (Ceylon) Ltd.** 481, T .B Jayah Mawatha Colombo 10	N.A.	Subsidiary	61.50%	Section 2(87)(ii)
8	**Espex Batteries Ltd.** Fairway House, Link Business Park, Street Mellons, Cardiff, South Glamorgam CF3 0LT	N.A.	Subsidiary	100%	Section 2(87)(ii)

IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as Percentage of Total Equity)

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the Year (As on 1st April 2018)				No. of Shares held at the end of the Year (As on 31st March 2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individual / HUF	-	-	-	-	-	-	-	-	-
(b) Central Govt	-	-	-	-	-	-	-	-	-
(c) State Govt(s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corporate	-	-	-	-	-	-	-	-	-
(e) Banks/FI	-	-	-	-	-	-	-	-	-
(f) Any Other...	-	-	-	-	-	-	-	-	-
Sub Total (A) (1)-	-	-	-	-	-	-	-	-	-
(2) Foreign	-	-	-	-	-	-	-	-	-
(a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
(b) Other - Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corporate	39,09,54,666	-	39,09,54,666	45.99	39,09,54,666	-	39,09,54,666	45.99	-
(d) Banks/ FI	-	-	-	-	-	-	-	-	-
(e) Any Other...	-	-	-	-	-	-	-	-	-
Sub - total (A) (2):-	39,09,54,666	-	39,09,54,666	45.99	39,09,54,666	-	39,09,54,666	45.99	-
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	**39,09,54,666**	**-**	**39,09,54,666**	**45.99**	**39,09,54,666**	**-**	**39,09,54,666**	**45.99**	**-**

Category of Shareholders	No. of Shares held at the beginning of the Year (As on 1st April 2018)				No. of Shares held at the end of the Year (As on 31st March 2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding(s)									
1. Institutions									
a) Mutual Funds	12,15,00,291	-	12,15,00,291	14.29	15,40,20,435	-	15,40,20,435	18.12	3.83
b) Banks/FI	3,00,615	3,61,423	6,62,038	0.08	15,05,677	3,59,503	18,65,180	0.22	0.14
c) Central Govt	-	21,653	21,653	0.00	21,653	-	21,653	0.00	0.00
d)State Govt	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	4,31,55,239	-	4,31,55,239	5.08	4,01,91,687	-	4,01,91,687	4.73	-0.35
g) FIIs	2,69,99,543	-	2,69,99,543	3.18	2,00,368	-	2,00,368	0.02	-3.15
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	**19,19,55,688**	**3,83,076**	**19,23,38,764**	**22.63**	**19,59,39,820**	**3,59,503**	**19,62,99,323**	**23.09**	**0.47**
B2.Non- Institutions									
a) Bodies Corp.									
i) Indian	6,64,77,393	1,48,764	6,66,26,157	7.84	7,22,97,618	1,36,704	7,24,34,322	8.52	0.68
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	6,26,77,333	1,05,04,994	7,31,82,327	8.61	6,36,77,967	87,09,415	7,23,87,382	8.52	-0.09
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	2,03,02,156	4,14,080	2,07,16,236	2.44	1,43,30,160	4,14,080	1,47,44,240	1.73	-0.70
c) Others (specify)									
NRI	35,05,043	2,54,631	37,59,674	0.44	34,85,806	1,41,977	36,27,783	0.43	-0.02
Clearing Member	15,40,016	-	15,40,016	0.18	23,32,691	-	23,32,691	0.27	0.09
OCB	-	-	-	-	-	-	-	-	-
Trust	30,62,641	-	30,62,641	0.36	25,25,919	-	25,25,919	0.30	-0.06
Foreign Portfolio Investor	9,01,61,762	-	9,01,61,762	10.61	8,43,73,648	-	8,43,73,648	9.93	-0.68
Foreign National	1,510	75,000	76,510	0.01	3,485	75,000	78,485	0.01	0.00
Alternate Investment Fund	40,99,609	-	40,99,609	0.48	64,10,245	-	64,10,245	0.75	0.27
Custodian of enemy property	23,040	-	23,040	0.00	-	-	-	-	-
IEPF	34,58,598	-	34,58,598	0.41	38,31,296	-	38,31,296	0.45	0.04
Sub-total(B)(2):-	**25,53,09,101**	**1,13,97,469**	**26,67,06,570**	**31.38**	**25,32,68,835**	**94,77,176**	**26,27,46,011**	**30.91**	**-0.47**
Total Public Shareholding (B) = (B)(1) + (B)(2)	**44,72,64,789**	**1,17,80,545**	**45,90,45,334**	**54.01**	**44,92,08,655**	**98,36,679**	**45,90,45,334**	**54.01**	**0.00**
Total (A) + (B)	**83,82,19,455**	**1,17,80,545**	**85,00,00,000**	**100.00**	**84,01,63,321**	**98,36,679**	**85,00,00,000**	**100.00**	**0.00**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**83,82,19,455**	**1,17,80,545**	**85,00,00,000**	**100.00**	**84,01,63,321**	**98,36,679**	**85,00,00,000**	**100.00**	**0.00**

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name (beginning of the year, As on 01.04.2018)	No of Shares	% of total shares of Company	% of shares Pledged/ encumbered to total shares	Shareholder's Name (end of the year, As on 31.03.2019)	No of Shares	% of total shares of Company	% of shares Pledged/ encumbered to total shares
1	Chloride Eastern Ltd.	39,09,54,666	45.99	NIL	Chloride Eastern Ltd.	39,09,54,666	45.99	NIL
	Total	**39,09,54,666**	**45.99**	**NIL**		**39,09,54,666**	**45.99**	**NIL**

iii) Change in Promoters' Shareholding (please specify, if there is no change):

Sl. No.		Shareholding at the beginning of the year (As on 01.04.2018)		Cumulative Shareholding during the year	
		No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
1	**Chloride Eastern Ltd.**				
	At the beginning of the year	39,09,54,666	45.99	39,09,54,666	45.99
	Datewise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	There was no increase / decrease in Promoter Shareholding during the year		-	-
	At the End of the year (31.03.2019)	39,09,54,666	45.99	39,09,54,666	45.99

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters & Holders of GDRs and ADRS)

Sl. No.	Name of the top 10 Shareholder of the Company (As on 31.03.2019)	Date of event	Buy / Sale	Shareholding at the beginning of the year (01.04.2018)		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	**Hathway Investments Ltd**						
(a)	At the beginning of the year	1-Apr-2018	-	3,67,52,730	4.32	-	-
(b)	Changes during the year			No changes during the year			
(c)	At the end of the year	31-Mar-2019	-	-	-	3,67,52,730	4.32
2	**Government Pension Fund Global**						
(a)	At the beginning of the year	1-Apr-2018	-	2,64,60,182	3.11	-	-
(b)	Changes during the year	13-Apr-2018	Sale	12,03,050	0.14	2,52,57,132	2.97
		20-Apr-2018	Sale	1,65,875	0.02	2,50,91,257	2.95
		11-May-2018	Sale	10,70,753	0.13	2,40,20,504	2.83
		18-May-2018	Sale	1,57,097	0.02	2,38,63,407	2.81
		1-Jun-2018	Sale	9,34,100	0.11	2,29,29,307	2.70
		8-Jun-2018	Sale	9,34,100	0.11	2,19,95,207	2.59
		22-Jun-2018	Sale	2,01,928	0.02	2,17,93,279	2.56
		29-Jun-2018	Sale	7,47,100	0.09	2,10,46,179	2.48
		6-Jul-2018	Sale	3,81,635	0.04	2,06,64,544	2.43
		13-Jul-2018	Sale	7,61,816	0.09	1,99,02,728	2.34
		20-Jul-2018	Sale	1,68,415	0.02	1,97,34,313	2.32
		26-Jul-2018	Sale	4,71,954	0.06	1,92,62,359	2.27

Sl. No.	Name of the top 10 Shareholder of the Company (As on 31.03.2019)	Date of event	Buy / Sale	Shareholding at the beginning of the year (01.04.2018)		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
		27-Jul-2018	Sale	51,808	0.01	1,92,10,551	2.26
		3-Aug-2018	Sale	13,34,187	0.16	1,78,76,364	2.10
		15-Feb-2019	Sale	28,01,545	0.33	1,50,74,819	1.77
		22-Feb-2019	Sale	30,41,863	0.36	1,20,32,956	1.42
(c)	At the end of the year	31-Mar-2019	-	-	-	1,20,32,956	1.42
3	**ICICI Prudendial Discovery Fund**						
(a)	At the beginning of the year	1-Apr-2018	-	1,89,89,540	2.23	-	-
(b)	Changes during the year			No changes during the year			
(c)	At the end of the year	31-Mar-2019	-	-	-	1,89,89,540	2.23
4	**HDFC Trustee Company Ltd - A/C HDFC Mid Cap Opportunities Fund**						
(a)	At the beginning of the year	1-Apr-2018	-	1,82,25,000	2.14	-	-
(b)	Changes during the year	13-Apr-2018	Buy	8,10,000	0.10	1,90,35,000	2.24
		20-Apr-2018	Buy	6,00,000	0.07	1,96,35,000	2.31
		27-Apr-2018	Buy	1,00,000	0.01	1,97,35,000	2.32
(c)	At the end of the year	31-Mar-2019	-	-	-	1,97,35,000	2.32
5	**The New India Assurance Company Limited**						
(a)	At the beginning of the year	1-Apr-2018	-	1,59,27,234	1.87	-	-
(b)	Changes during the year	20-Apr-2018	Sale	2,25,000	0.03	1,57,02,234	1.85
		27-Apr-2018	Sale	2,26,254	0.03	1,54,75,980	1.82
		4-May-2018	Sale	73,746	0.01	1,54,02,234	1.81
		11-May-2018	Sale	75,000	0.01	1,53,27,234	1.80
		18-May-2018	Sale	1,60,000	0.02	1,51,67,234	1.78
		25-May-2018	Sale	82,185	0.01	1,50,85,049	1.77
		1-Jun-2018	Sale	7,815	0.00	1,50,77,234	1.77
		15-Jun-2018	Sale	10,00,000	0.12	1,40,77,234	1.66
		7-Sep-2018	Sale	60,000	0.01	1,40,17,234	1.65
		5-Oct-2018	Sale	70,000	0.01	1,39,47,234	1.64
		19-Oct-2018	Sale	4,54,057	0.05	1,34,93,177	1.59
		26-Oct-2018	Sale	3,54,066	0.04	1,31,39,111	1.55
		23-Nov-2018	Sale	25,000	0.00	1,31,14,111	1.54
		30-Nov-2018	Sale	75,000	0.01	1,30,39,111	1.53
		21-Dec-2018	Sale	2,25,000	0.03	1,28,14,111	1.51
		28-Dec-2018	Sale	75,000	0.01	1,27,39,111	1.50
		15-Feb-2019	Buy	3,00,000	0.04	1,30,39,111	1.53
		22-Feb-2019	Buy	2,00,000	0.02	1,32,39,111	1.56
(c)	At the end of the year	31-Mar-2019	-	-	-	1,32,39,111	1.56
6	**Life Insurance Corporation of India***						
(a)	At the beginning of the year	1-Apr-2018	-	1,55,66,143	1.83	-	-
(b)	Changes during the year	15-Mar-2019	Buy	5,12,723	0.06	1,60,78,866	1.89
		22-Mar-2019	Buy	4,76,074	0.06	1,65,54,940	1.95
		29-Mar-2019	Buy	7,64,322	0.09	1,73,19,262	2.04
(c)	At the end of the year	31-Mar-2019	-	-	-	1,73,19,262	2.04

*Note : Upon receipt of declaration from Life Insurance Corporation of India (LIC), various schemes of LIC having common PAN have been clubbed

Sl. No.	Name of the top 10 Shareholder of the Company (As on 31.03.2019)	Date of event	Buy / Sale	Shareholding at the beginning of the year (01.04.2018)		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
7	**DSP Blackrock Small and Mid Cap Fund****						
(a)	At the beginning of the year	1-Apr-2018	-	1,15,44,780	1.36	-	-
(b)	Changes during the year	9-Nov-2018	Sale	2,20,867	0.03	1,13,23,913	1.33
		16-Nov-2018	Sale	16,27,998	0.19	96,95,915	1.14
		23-Nov-2018	Sale	2,78,720	0.03	94,17,195	1.11
		15-Feb-2019	Buy	6,51,767	0.08	1,00,68,962	1.18
(c)	At the end of the year	31-Mar-2019	-	-	-	1,00,68,962	1.18
8	**BARON EMERGING MARKETS FUND**						
(a)	At the beginning of the year	1-Apr-2018	-	1,12,95,397	1.33	-	-
(b)	Changes during the year	20-Apr-2018	Buy	3,50,000	0.04	1,16,45,397	1.37
		4-May-2018	Buy	5,41,453	0.06	1,21,86,850	1.43
		11-May-2018	Buy	22,00,000	0.26	1,43,86,850	1.69
		24-May-2018	Buy	4,50,000	0.05	1,48,36,850	1.75
		31-May-2018	Buy	1,74,107	0.02	1,50,10,957	1.77
		23-Nov-2018	Sale	3,43,543	0.04	1,46,67,414	1.73
		30-Nov-2018	Sale	1,49,953	0.02	1,45,17,461	1.71
		4-Jan-2019	Sale	4,05,000	0.05	1,41,12,461	1.66
		11-Jan-2019	Sale	3,25,435	0.04	1,37,87,026	1.62
		18-Jan-2019	Sale	2,00,796	0.02	1,35,86,230	1.60
		25-Jan-2019	Sale	6,19,888	0.07	1,29,66,342	1.53
		1-Feb-2019	Sale	2,50,618	0.03	1,27,15,724	1.50
		8-Feb-2019	Sale	19,83,961	0.23	1,07,31,763	1.26
		15-Feb-2019	Sale	1,10,352	0.01	1,06,21,411	1.25
(c)	At the end of the year	31-Mar-2019	-	-	-	1,06,21,411	1.25
9	**HDFC Standard Life Insurance Company Limited**						
(a)	At the beginning of the year	1-Apr-2018	-	92,81,997	1.09	-	-
(b)	Changes during the year	6-Apr-2018	Buy	2,00,000	0.02	94,81,997	1.12
		20-Apr-2018	Sale	1,24,681	0.01	93,57,316	1.10
		27-Apr-2018	Sale	1,17,177	0.01	92,40,139	1.09
		4-May-2018	Sale	39,062	0.00	92,01,077	1.08
		11-May-2018	Sale	1,75,000	0.02	90,26,077	1.06
		18-May-2018	Sale	2,00,000	0.02	88,26,077	1.04
		1-Jun-2018	Sale	2,18,578	0.03	86,07,499	1.01
		15-Jun-2018	Sale	820	0.00	86,06,679	1.01
		22-Jun-2018	Sale	1,13,000	0.01	84,93,679	1.00
		29-Jun-2018	Buy	2,66,490	0.03	87,60,169	1.03
		6-Jul-2018	Buy	1,577	0.00	87,61,746	1.03
		20-Jul-2018	Sale	37,784	0.00	87,23,962	1.03
		26-Jul-2018	Sale	70,000	0.01	86,53,962	1.02
		3-Aug-2018	Buy	2,29,415	0.03	88,83,377	1.05
		10-Aug-2018	Buy	1,26,618	0.01	90,09,995	1.06
		17-Aug-2018	Sale	35,194	0.00	89,74,801	1.06
		24-Aug-2018	Sale	68,968	0.01	89,05,833	1.05
		31-Aug-2018	Sale	1,140	0.00	89,04,693	1.05

Sl. No.	Name of the top 10 Shareholder of the Company (As on 31.03.2019)	Date of event	Buy / Sale	Shareholding at the beginning of the year (01.04.2018)		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
		7-Sep-2018	Buy	50,000	0.01	89,54,693	1.05
		14-Sep-2018	Buy	25,000	0.00	89,79,693	1.06
		28-Sep-2018	Buy	5,50,664	0.06	95,30,357	1.12
		5-Oct-2018	Buy	1,25,363	0.01	96,55,720	1.14
		12-Oct-2018	Buy	1,73,412	0.02	98,29,132	1.16
		19-Oct-2018	Buy	4,095	0.00	98,33,227	1.16
		26-Oct-2018	Buy	67,839	0.01	99,01,066	1.16
		2-Nov-2018	Buy	685	0.00	99,01,751	1.16
		9-Nov-2018	Buy	1,29,163	0.02	1,00,30,914	1.18
		16-Nov-2018	Buy	14,599	0.00	1,00,45,513	1.18
		23-Nov-2018	Buy	58,117	0.01	1,01,03,630	1.19
		30-Nov-2018	Buy	53,112	0.01	1,01,56,742	1.19
		7-Dec-2018	Buy	664	0.00	1,01,57,406	1.19
		14-Dec-2018	Buy	25,197	0.00	1,01,82,603	1.20
		21-Dec-2018	Buy	49	0.00	1,01,82,652	1.20
		28-Dec-2018	Buy	1,00,026	0.01	1,02,82,678	1.21
		4-Jan-2019	Buy	190	0.00	1,02,82,868	1.21
		11-Jan-2019	Sale	1,588	0.00	1,02,81,280	1.21
		18-Jan-2019	Buy	64	0.00	1,02,81,344	1.21
		25-Jan-2019	Buy	3,00,027	0.04	1,05,81,371	1.24
		1-Feb-2019	Buy	3,39,928	0.04	1,09,21,299	1.28
		8-Feb-2019	Buy	35,428	0.00	1,09,56,727	1.29
		15-Feb-2019	Buy	95,214	0.01	1,10,51,941	1.30
		22-Feb-2019	Buy	96,495	0.01	1,11,48,436	1.31
		1-Mar-2019	Buy	3,638	0.00	1,11,52,074	1.31
		8-Mar-2019	Buy	56	0.00	1,11,52,130	1.31
		15-Mar-2019	Buy	127	0.00	1,11,52,257	1.31
		29-Mar-2019	Buy	39	0.00	1,11,52,296	1.31
(c)	At the end of the year	31-Mar-2019	-	-	-	1,11,52,296	1.31
10	**ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED**						
(a)	At the beginning of the year	1-Apr-2018	-	90,96,002	1.07	-	-
(b)	Changes during the year	4-May-2018	Buy	1,204	0.00	90,97,206	1.07
		1-Jun-2018	Buy	18,625	0.00	91,15,831	1.07
		7-Dec-2018	Sale	8,096	0.00	91,07,735	1.07
(c)	At the end of the year	31-Mar-2019	-	-	-	91,07,735	1.07

** Opening of the year the balance of the shares appeared in the name was DSP Blackrock Midcap Fund but at the end the of the year the shares are standing in the name of DSP MIDCAP Fund.

v) Shareholding of Directors and Key Managerial Personnel:

For Each of the Directors and KMP	Name of Directors / KMPs					
	Gautam Chatterjee	Subir Chakraborty	A K Mukherjee	Arun Mittal	Mona N Desai	Sudhir Chand
At the beginning of the year	10,000	1,106	1,000	1,152	78,666	18,872
Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	NIL	NIL	NIL	NIL	NIL	NIL
At the end of the year	10,000	1,106	1,000	1,152	78,666	18,872

* None of the other Directors /Key Managerial Personnel hold any shares in the Company

V) STATEMENT FOR INDEBTEDNESS AS ON 31.03.2019

	Secured Loans excluding deposit	Unsecured Loans excluding deposit	Total Indebtedness
Indebtedness at the beginning of the Financial Year 2018-19			
(i) Principal Amount			
(ii) Interest due but not paid			
(iii) Interest accrued but not due			
Total(i+ii+iii)	**NIL**	**NIL**	**NIL**
Change in indebtedness during the Financial Year 2018-19			
Addition			
(i) Principal Amount			
(ii) Interest due but not paid			
(iii) Interest accrued but not due			
Total(i+ii+iii)	**NIL**	**NIL**	**NIL**
Reduction - Principal Amount			
Reduction - Interest accrued but not due			
Total			
Net Change	**NIL**	**NIL**	**NIL**
Indebtedness at the end of the Financial Year 2018-19			
(i) Principal Amount			
(ii) Interest due but not paid			
(iii) Interest accrued but not due			
Total(i+ii+iii)	**NIL**	**NIL**	**NIL**

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time directors and / or Manager:

(in Rs.)

Sl. No.	Particulars of Remuneration	Name of MD / WTD/ Manager				Total Amount
		G Chatterjee	A K Mukherjee	Subir Chakraborty	Arun Mittal	
1	**Gross salary**					
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,53,00,000	1,38,09,752	92,77,092	74,56,004	5,58,42,848
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	23,83,111	19,84,131	16,42,237	17,19,431	77,28,910
(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	1,19,90,000	69,04,876	46,38,546	36,02,500	2,71,35,922
	- as % of profit					
	- others, specify...					
5	Others ,please specify (Retiral Benefits)	60,34,567	34,75,224	23,34,581	18,13,138	1,36,57,510
	Total (A) = (1+2+3+4+5)	**4,57,07,678**	**2,61,73,983**	**1,78,92,456**	**1,45,91,073**	**10,43,65,190**
	Ceiling as per the Act	Rs. 1,23,85,79,019/- (being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)				

B. Remuneration to other directors:

(in Rs.)

Sl. No.	Particulars of Remuneration	Name of Director							Total Amount
		R B Raheja	Mona N Desai	Vijay Aggarwal	Bharat Shah	Sudhir Chand	Nawshir Mirza	Surin Kapadia	
1	**Independent Directors**								
	Fee for attending board & committee meetings	-	6,75,000	6,25,000	3,75,000	6,00,000	6,75,000	6,75,000	36,25,000
	Commission[1]	-	15,00,000	15,00,000	40,00,000	15,00,000	40,00,000	15,00,000	1,40,00,000
	Total (1)	**-**	**21,75,000**	**21,25,000**	**43,75,000**	**21,00,000**	**46,75,000**	**21,75,000**	**1,76,25,000**
2	**Other Non-Executive Directors**								
	Fee for attending board & committee meetings	2,25,000	-	-	-	-	-	-	2,25,000
	Commission	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-
	Total (2)	**2,25,000**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	Total (B) = (1+2)	**2,25,000**	**21,75,000**	**21,25,000**	**43,75,000**	**21,00,000**	**46,75,000**	**21,75,000**	**1,78,50,000**
	Total Managerial Remuneration (A+B)								**12,22,15,190**
	Overall Ceiling as per the Act	Rs. 1,36,24,36,921/- (being 11% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)							

1. The commission for the year ended March 31, 2019 will be paid, subject to deduction of tax, after adoption of accounts by the members.

C. Remuneration to Key Managerial Personnel other than MD/ MANAGER/ WTD

(in Rs.)

Sl. No.	Particulars of Remuneration	Jitendra Kumar (Company Secretary)	Total
1	**Gross salary**		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	59,71,884	59,71,884
	(b)Value of perquisites u/s 17(2) Income-tax Act, 1961	11,45,995	11,45,995
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit		
	- others, specify...		
5	Others ,please specify (Retiral Benefits)	8,71,662	8,71,662
	Total (C) = (1+2+3+4+5)	**79,89,541**	**79,89,541**

VII) PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

On behalf of Board of Directors

Sd/-
Bharat D Shah
Chairman
DIN: 00136969

Place : Mumbai
Date : 30th April, 2019

ANNEXURE - VI

Information as per Clause (m) of Sub-section (3) of Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended 31st March, 2019

A. CONSERVATION OF ENERGY

(i) The steps taken or impact on conservation of energy

There is constant focus at all level in the organisation to conserve the energy and use it efficiently. This is also key to financial success, as energy is one of the important cost element of conversion cost. Your Company has been implementing short- and long-term actions to improve the energy efficiency as its commitment towards minimising the effects of factors of climate change. It has grounded mechanism to excel in this area. Regular review is conducted for evaluating the progress and effectiveness of various ongoing initiatives to reduce the energy consumption. TPM is leveraged to excel in operation. Factories of your Company have 'Energy' as one of TPM Pillar which exclusively focuses on achieving global performance standards. Periodic energy audit is also conducted.

Some of the initiatives undertaken by your Company to conserve energy includes:

> Installed energy monitoring system, energy dash board at shop floors at all manufacturing units.

> Installation of thyristorised heating system for lead melting pots

> Installation of timers in blowers, air conditioners & cooling fans

> Variable frequency drives installed for all compressors for effective speed control with respect to discharge pressure

> Shift-wise monitoring to power off idle running equipment

> Installation of maximum demand controller for controlling peak demands

> Use of energy-less roof turbine ventilators

> Replacement of individual lead melting pot by common lead pot melting & gravity feed line

> Installation of inverter air conditioners

> Optimisation of input power in formation

> Optimisation of charging schedule for lesser power consumption

> Optimised Compressed Air System energy consumption by minimising line loss by modifying air distribution pipeline, reducing generation pressure, arresting compressed air leakages, Added VVFD-Air Compressor to meet the variable load demand, installed air flow totalised & energy meters for better monitoring & tracking purpose.

> High Energy Efficient Motor (IE-3 & IE-4) in-place of low operational efficiency & re-winded motor.

> Energy Efficient Water pumps in place of Inefficient pumps.

> Improved APC - Bag Filter & Scrubber Fan / Blower Efficiency.

> Improve Power Quality by installing Active Harmonic Filter.

> Use of timers for office Air Conditioning system.

(ii) Steps taken for utilising alternate sources of energy

> Installed Roof Top Solar Power plant –– Step towards green energy

> Entered into agreements to purchase solar power with off-site solar power developer.

> Solar Module for Street Light – Step towards green energy

> Installation of Sky Shade Pipe Lighting

(iii) The Capital investment made by the Company on energy conservation equipment during the financial year ended 31st March, 2019: Rs. 8.65 crores

B. TECHNOLOGY ABSORPTION

I. Technology Absorption, Adaptation and Innovation

In order to maintain its leadership position, your Company is continuously focused on upgrading its product and manufacturing technology as well as acquire new and advanced technology to meet the emerging expectations of the customers. The R&D Department is actively involved in the development of cutting-edge products together with developments in new materials as well as advanced manufacturing techniques. The activities are in full consonance of the Company objective of offering the most advanced energy storage solutions at minimum cost. Your Company also acquires state-of-art technologies through technical collaboration agreements with leading international battery manufacturers. The in-house R&D plays a major role in providing the interface between the Company priorities and the collaborators technology.

Based on the current priorities, accelerated efforts have been put in place to acquire, plan and implement production capability of state-of-art technologies like Ultrabattery for energy storage and automotive applications, EFB technology, to name a few.

Upgradation of the existing range of our products with help from our collaborators is a continuous process. This happens through visits from either side, exchange of mail etc.

II. Benefits

Introduction of new products/processes has helped the Company to meet the emerging market needs and also maintain its technological leadership. Significant benefits have been derived by way of enhanced market penetration by meeting the specific requirements of international and domestic vehicle manufacturers and the high quality conscious export markets.

III. Particulars of Imported Technology in the last 3 years

Sr. No.	Technology Imported	Year of Import	Has Technology been absorbed	If not fully absorbed, reasons and future action plan
1	Automotive and Valve Regulated Lead Acid Storage Batteries (VRLA) with ‘Shin-Kobe Electric Machinery Co. Ltd.’, Japan for Shamnagar, Haldia, Chinchwad and Hosur Plants	Since 1994 – 95. Current arrangement is effective from 1st April, 2015 and is valid upto 31st March, 2020	Agreement is for Technical Assistance for continuous improvements in manufacturing technology, process etc. of different products and is in progress	Since the technology is continuous, the Agreement will be ongoing
2	Valve Regulated Lead Acid Storage Batteries (VRLA) for Motorcycles with Furukawa Battery Co. Ltd, Japan for Bawal and Ahmednagar Plants	Since 9th March, 2007. Current arrangement is effective from 1st April, 2015 and is valid till 31st March, 2020	Agreement is for Technical Assistance for continuous improvements in manufacturing technology, process etc. of different products and is in progress	Since the technology is continuous, the Agreement will be ongoing
3	Automotive Batteries with C21 Alloy with Furukawa Battery Co. Ltd, Japan for Taloja and Bawal Plants	Since 2010. Current arrangement is effective from 1st December, 2015 and is valid till 30th November, 2020	Agreement is for Technical Assistance for continuous improvements in manufacturing technology of different products and is in progress.	Since the technology is continuous, the Agreement will be ongoing
4	Automotive Technical Assistance Agreement with Furukawa Battery Co. Ltd, Japan for Taloja and Bawal Plants	Since 1987-1988. Current arrangement is effective from 1st December, 2015 and is valid till 30th November, 2020	Agreement is for Technical Assistance for continuous improvements in manufacturing technology of different products and is in progress	Since the technology is continuous, the Agreement will be ongoing
5	Automotive Batteries for Idling Stop System with Furukawa Battery Co. Ltd, Japan for Taloja and Bawal Plants	Since 1st February, 2010. Current arrangement is effective from 1st April, 2015 and is valid till 31st March, 2020	Agreement is for Technical Assistance for continuous improvements in manufacturing technology of different products and is in progress	Since the technology is continuous, the Agreement will be ongoing
6	Lead acid batteries, used for automotive, industrial, motor cycle and other applications, with East Penn Manufacturing Co., USA	Effective from 15th January, 2017 and is valid upto 14th January, 2020	In progress	Under development
7	Special Conventional Batteries for Automotive applications with Shin-Kobe Electric Machinery Co. Ltd. Japan.	Effective from 3rd February, 2013 and is valid upto 2nd February, 2023	In progress	Under development
8	Technical assistance to manufacture Li-Ion batteries with Zhejiang Chaowei Chuangyuan Shiye Co. Ltd. Group, China	Effective from 3rd January, 2017 and is valid till 2nd January, 2025	In progress	Under development

Sr. No.	Technology Imported	Year of Import	Has Technology been absorbed	If not fully absorbed, reasons and future action plan
9	Technology Cooperation and joint marketing of energy storage solution centred around Ultra Battery Technology with Smart Storage Pty Ltd. Australia (Ecoult)	Effective from 1st January, 2017 and is valid upto 31st December, 2021	In progress	Under development
10	Ultra Battery (UB) technology for stationary applications from East Penn Manufacturing Co., USA	Effective from 1st January, 2017 and is valid upto 31st December, 2021	In progress	Under development
11	License to use the Know-how and Technology for Bi-Polar lead acid storage batteries from 'Advanced Battery Concepts, LLC, USA'	Effective from 18th December, 2017 and is valid upto 17th December, 2037	In progress	Under development
12	License to use the technology in respect of enhanced flooded batteries, heavy duty batteries, motorcycle AGM batteries and stationary flooded batteries from 'Acumuladores Moura S.A., Brazil and Instituto De Tecnologia Edson Mororo ITEMM, Brazil'	Effective from 26th February, 2018 and is valid upto 25th February, 2028	In progress	Under development
13	License to use the technology from The Furukawa Battery Co. Ltd, Japan (FB) for manufacture of (a) Pocket Type Nickel - Cadmium Alkaline Storage Battery and (b) Sintered Type Nickel-Cadmium Alkaline Storage Battery for emergency power supply of electrical train and wide range of industrial electric equipment	Effective from 11th July, 2018 to 10th July, 2023	In progress	Under development
14	License to use the technology from The Furukawa Battery Co. Ltd., Japan (FB) in respect of Ultra Batteries for Automotive Applications to exploit the technology for manufacturing products for Automotive Applications and non-exclusive sub-license for selling Products in India including know-how for Automotive Applications	Commencing from 19th July, 2018 and valid till the last Patent and Patent Applications lapses, ceases or expires or all payment obligations under the sub-license agreement dated 19th July, 2018 are fully discharged by Exide Industries Limited	In progress	Under development
15	License to use the technology from The Furukawa Battery Co. Ltd, Japan to manufacture the Lead Acid Batteries integrated with an ultra-capacitor (Ultra Batteries)	Effective from 22nd October, 2018 and shall remain effective upto 21st October, 2023	In progress	Under development

IV. Expenditure on Research & Development

The capital and revenue expenditure on R & D were Rs. 5.36 crores and Rs. 24.52 crores respectively, aggregating to Rs. 29.88 crores.

Total R & D expenditure as percentage of Net Turnover: 0.28%

C. FOREIGN EXCHANGE – EARNINGS AND OUTGOINGS TOTAL FOREIGN EXCHANGE USED AND EARNED:

Used : Rs. 1313.55 crores
Earned : Rs. 577.87 crores

On behalf of Board of Directors

Sd/-
Bharat D Shah
Chairman
DIN: 00136969

Place : Mumbai
Date : 30th April, 2019

ANNEXURE - VII

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Requirements of Rule 5(1)	Details	
The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year	**Directors:**	
	Mr. Gautam Chatterjee	: 38x
	Mr. A K Mukherjee	: 22x
	Mr. Subir Chakraborty	: 15x
	Mr. Arun Mittal	: 11x
The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any in the financial year	**Directors:**	
	Mr. Gautam Chatterjee	: 10%
	Mr. A K Mukherjee	: 10%
	Mr. Subir Chakraborty	: 10%
	Mr. Arun Mittal	: 10%
	Key Managerial Personnel:	
	Mr. Jitendra Kumar	: 15.51%
The percentage increase in the median remuneration of employees in the financial year	10%	
The number of permanent employees on the rolls of company	5359 employees as on 31.03.2019	
Average percentiles increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average Salary increase of non-managerial employees is 7%	
	Average Salary increase of managerial employees is 9%	
	There are no exceptional circumstances in increase in managerial remuneration	
Affirmation that the remuneration is as per the remuneration policy of the company.	Remuneration paid during the year ended 31 March, 2019 is as per the Remuneration Policy of the Company.	

On behalf of Board of Directors

Sd/-
Bharat D Shah
Chairman
DIN: 00136969

Place : Mumbai
Date : 30th April, 2019

Independent Auditor's Report

To the Members of Exide Industries Limited

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

OPINION

We have audited the standalone financial statements of **Exide Industries Limited** ("the Company"), which comprise the Standalone Balance Sheet as at 31 March 2019, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

Provision for warranties

See note 25 to the standalone financial statements

The key audit matter	How the matter was addressed in our audit
The Company's business involves the sale of products under warranty. Accordingly, the Company has recorded significant warranty provisions which are inherently judgmental in nature. These provisions are required for the Company to record an appropriate estimate of the ultimate costs of repairing and replacing product that is ascertained to be faulty.	Our audit procedures included, among other things, the evaluation of the process to calculate the provision for product warranties and the evaluation of the relevant assumptions and their derivation for the measurement of the provisions. Based on historical data used by the Company to estimate its provisions for product warranties, we assessed the permanence of methods used, the relevance and reliability of underlying data and calculations applied. We also compared costs incurred to the previously recognized provisions to assess the quality of the management estimates. Based on evidence obtained, we concluded that management's process for identifying and quantifying warranty provisions was appropriate and that the resulting provision was reasonable.

Incentive payout

See note 23 and 24 to the standalone financial statements

The key audit matter	How the matter was addressed in our audit
Revenue is measured taking into account, the incentives earned by the dealers on the Company's sales. Due to the multitude and variety of contractual terms across the Company's markets, the estimation of incentives recognised based on sales made during the year is considered to be complex. We determined this matter to be a key audit issue due to the variety of incentives offered, the absolute amount of such incentive as well as the complexity associated with the estimates that management has to make, to record them at year end.	Our audit procedures included considering the appropriateness of the Company's accounting policies pertaining to revenue recognition, including those relating to incentives and assessing compliance with the applicable accounting standards. We tested the effectiveness of the Company's controls over calculation of incentives, actual payout against such incentive provisions and appropriateness of the timing of revenue recognition. Based on historical data used by the Company to estimate its accruals for dealers' incentive, we assessed the permanence of methods used, the relevance and reliability of underlying data and calculations applied. We also compared amounts paid with previously recognized corresponding provisions to assess the quality of the management estimates. Based on evidence obtained, we concluded that management's process for identifying and quantifying incentive provisions and recognition of revenue was appropriate.

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

> Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

> Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

> Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

> Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

> Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(A) As required by Section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act.

e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations as at 31 March 2019 on its financial position in its standalone financial statements - Refer Note 37 to the standalone financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2019.

(C) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For B S R & Co. LLP
Chartered Accountants
Firm's registration number: 101248W/W-100022

Sd/-
Jayanta Mukhopadhyay
Partner
Membership no: 055757

Place: Mumbai
Date: 30 April 2019

Annexure A to the Independent Auditor's Report on the standalone financial statements of Exide Industries Limited for the year ended 31 March 2019 (Referred to in our report of even date)

The Annexure referred to in Independent Auditor's Report to be members of the Company on the Ind AS financial statements for the year ended 31 March 2019, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company, except the following:

Total number of Cases	Class of Asset	Gross Block at 31 March 2019 (Rs in Crores)	Net Block at 31 March 2019 (Rs in Crores)
3	Residential Apartments	2.55	1.69
1	Leasehold land	41.00	39.62

(ii) The inventory, except goods in transit and stocks lying with third parties, have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stock and the book records were not material. For stocks lying with third parties at the year-end, written confirmations have been obtained by the Management.

(iii) According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of paragraph 3(iii) of the Order are not applicable to the Company.

(iv) According to the information and explanations given to us, the Company has not granted any loans or provided any guarantee or security during the year that would attract provisions of section 185 and 186 of the Act. The provisions of section 186 of the Act in respect of investments made, have been complied with by the Company.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits as per the directives issued by the Reserve Bank of India under the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, the provisions of paragraph 3(v) of the Order are not applicable to the Company.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records with a view to determine whether they are accurate or complete.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Goods and Service tax, duty of customs, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us by the management, the Company did not have any dues on account of Sales-tax, Service Tax, duty of excise and value added tax.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Goods and Service tax, duty of customs, cess and other material statutory dues were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise and value added tax which have not been deposited with the appropriate authorities on account of any dispute, except the following.

Name of the Statute	Nature of the dues	Amount in Rupees* (in Crores)	Period to which the amount relates	Forum where dispute is pending
The Central Sales Tax Act, 1956	Sales tax (including interest and penalty, as applicable)	8.17	1997-98 to 2017-18	Appellate Authority up to Commissioner's level
The Central Sales Tax Act, 1956	Sales tax (including interest and penalty, as applicable)	7.61	2000-01 to 2015-16	Sales Tax Appellate Tribunals of various states
Various State Sales Tax Act	Sales tax (including interest and penalty, as applicable)	37.03	1997-98 to 2015-16	Appellate Authority up to Commissioner's level
Various State Sales Tax Act	Sales tax (including interest and penalty, as applicable)	19.13	2000-01 to 2015-16	Value Added Tax Appellate Tribunals of various states
Various State Sales Tax Act	Sales tax (including interest and penalty, as applicable)	1.43	2000-01 and 2009-10	High Courts of various states
Service tax (Finance Act, 1994)	Service tax (including interest and penalty, as applicable)	0.41	2009-10	Appellate Authority up to Commissioner's level
Service tax (Finance Act, 1994)	Service tax (including interest and penalty, as applicable)	35.09	2005-06 to 2015-16	Tribunal of various states
The Central Excise Act, 1944	Excise duty (including interest and penalty, as applicable)	4.04	1998-99 to 2016-17	Appellate Authorities up to Commissioner level
The Central Excise Act, 1944	Excise duty (including interest and penalty, as applicable)	0.13	2001-02 to 2005-06	High Court of Calcutta
The Central Excise Act, 1944	Excise duty (including interest and penalty, as applicable)	0.37	1993-94 to 2009-10	Supreme Court of India
The Central Excise Act, 1944	Excise duty (including interest and penalty, as applicable)	87.29	1996-97 to 2016-17	Customs, Excise and Service Tax Appellate Tribunals of various states
Customs Act, 1962	Custom duty (including interest and penalty, as applicable)	4.52	2010-11	Customs, Excise and Service Tax Appellate Tribunals of various states
Income Tax Act, 1961	Income tax	3.70	2012-13 and 2015-16	Commissioner of Income Tax (Appeals)

*Amounts are net of pre-deposits, made under protest, aggregating to Rs.16.88 crores.

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings from financial institutions or banks. The Company did not have any outstanding loan or borrowings from government or debenture holders during the year.

(ix) According to the information and explanation given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, the provisions of paragraph 3(ix) of the Order are not applicable to the Company.

(x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

(xi) According to the information and explanations given to us and based on our examination of the records, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, the provisions of paragraph 3(xii) of the Order are not applicable to the Company.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable, and the details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of paragraph 3(xiv) of the Order are not applicable to the Company.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, the provisions of paragraph 3(xv) of the Order are not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, the provisions of paragraph 3(xvi) of the Order are not applicable to the Company.

For B S R & Co. LLP
Chartered Accountants
Firm's registration number: 101248W/W-100022

Sd/-
Jayanta Mukhopadhyay
Partner
Membership no: 055757

Place: Mumbai
Date: 30 April 2019

Annexure - B to the Independent Auditors' report on the standalone financial statements of Exide Industries Limited for the year ended 31 March 2019 (Referred to in our report of even date)

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

OPINION

We have audited the internal financial controls with reference to financial statements of Exide Industries Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ("the Act").

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For B S R & Co. LLP
Chartered Accountants
Firm's registration number: 101248W/W-100022

Sd/-
Jayanta Mukhopadhyay
Partner
Membership no: 055757

Place: Mumbai
Date: 30 April 2019

Balance Sheet

as at 31st March 2019

(Rs. in Crores)

	Note	March 31, 2019	March 31, 2018
I) ASSETS			
1) Non Current Assets			
a) Property, plant and equipment	2	2,265.97	1,934.97
b) Capital work-in-progress	2	254.93	233.50
c) Intangible assets	3	31.30	23.36
d) Financial assets			
(i) Investments	4	1,945.48	1,765.11
(ii) Trade receivables	5	0.18	1.18
(iii) Loans and deposits	6	18.18	12.62
e) Current tax assets (net)		88.62	71.66
f) Other non-current assets	7	95.79	102.51
		4,700.45	**4,144.91**
2) Current Assets			
a) Inventories	8	1,803.97	1,760.15
b) Financial assets			
(i) Investments	9	253.91	203.89
(ii) Trade receivables	10	1,081.04	943.39
(iii) Cash and cash equivalents	11	64.70	78.51
(iv) Bank balances other than (iii) above	12	8.85	8.68
(v) Loans and deposits	13	13.98	14.58
(vi) Other financial assets	14	33.19	24.80
c) Other current assets	15	212.33	217.97
		3,471.97	**3,251.97**
Total Assets		**8,172.42**	**7,396.88**
II) EQUITY AND LIABILITIES			
1) Equity			
a) Equity share capital	16	85.00	85.00
b) Other equity	17	5,901.99	5,304.31
		5,986.99	**5,389.31**
2) Liabilities			
i) Non-Current Liabilities			
a) Financial liabilities			
(i) Trade payables	18		
Total outstanding dues of micro and small enterprises		-	-
Total outstanding dues of creditors other than micro and small enterprises		4.79	4.36
(ii) Other financial liabilities	19	2.26	2.62
b) Provisions	20	45.16	46.45
c) Deferred tax liabilities (Net)	21	175.14	140.50
		227.35	**193.93**
ii) Current Liabilities			
a) Financial liabilities			
(i) Trade payables	22		
Total outstanding dues of micro and small enterprises		3.75	4.08
Total outstanding dues of creditors other than micro and small enterprises		1,139.04	1,074.63
(ii) Other financial liabilities	23	386.56	335.56
b) Other current liabilities	24	160.26	166.51
c) Provisions	25	268.47	232.86
		1,958.08	**1,813.64**
Total Equity and Liabilities		**8,172.42**	**7,396.88**
Significant accounting policies	1	-	-

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For B S R & Co. LLP
Chartered Accountants
Firm Registration Number: 101248W/W-100022

For and on behalf of Board of Directors of **Exide Industries Limited**
CIN No.: L31402WB1947PLC014919

Sd/-
Jayanta Mukhopadhyay
Partner
Membership No. 055757

Sd/-
J. Kumar
Company Secretary & EVP-Legal & Admin
ACS: 11159

Sd/-
A. K. Mukherjee
Director- Finance & CFO
DIN: 00131626

Sd/-
Gautam Chatterjee
Managing Director & CEO
DIN: 00012306

Mumbai, 30 April, 2019

Mumbai, 30 April, 2019

Statement of Profit and Loss

for the year ended 31st March 2019

(Rs. in Crores)

		Note	2018-19	2017-18
I)	INCOME:			
	Revenue from operations	26	10,588.31	9,459.80
	Other income	27	38.50	58.41
	Total income (I)		**10,626.81**	**9,518.21**
II)	EXPENSES:			
	Cost of materials consumed	28	6,988.58	6,130.12
	Purchase of stock-in-trade		18.51	24.84
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	29	(36.85)	(144.53)
	Excise duty		-	273.48
	Employee benefits expenses	30	637.66	597.17
	Other expenses	33	1,569.07	1,337.96
	Total Expenses (II)		**9,176.97**	**8,219.04**
III)	EARNINGS BEFORE INTEREST, TAX, DEPRECIATION AND AMORTISATION EXPENSES (I-II)		**1,449.84**	**1,299.17**
	Finance costs	31	6.05	5.24
	Depreciation and amortisation expenses	32	313.50	245.94
IV)	INTEREST, DEPRECIATION AND AMORTISATION EXPENSES		**319.55**	**251.18**
V)	PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX (III-IV)		**1,130.29**	**1,047.99**
VI)	EXCEPTIONAL ITEMS	46	108.29	(41.83)
VII)	PROFIT BEFORE TAX (V+VI)		**1,238.58**	**1,006.16**
VIII)	TAX EXPENSES:			
	1. Current tax [net of reversal of provision for earlier years Rs 3.11 crs (PY: Rs 9.42 crs)]	21	358.42	352.96
	2. Deferred tax	21	36.11	(15.15)
			394.53	**337.81**
IX)	PROFIT FOR THE YEAR (VII-VIII)		**844.05**	**668.35**
X)	OTHER COMPREHENSIVE INCOME (OCI)			
	Other comprehensive Income not to be reclassified subsequently to profit or loss:			
	a) Re-measurement gains/(losses) on defined benefit plans	36	2.94	1.58
	Income tax effect		(1.02)	(0.55)
	b) Net (loss)/ gain on investment in equity shares / units accounted at fair value		(3.82)	1.79
	Income tax effect		1.47	0.08
	Other comprehensive income for the year		**(0.43)**	**2.90**
XI)	TOTAL COMPREHENSIVE INCOME FOR THE YEAR (IX+X)		**843.62**	**671.25**
	Earnings per share - Basic and Diluted [Nominal value Re 1 per share (PY Re 1 per share)]	34	9.93	7.86
	Significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For B S R & Co. LLP
Chartered Accountants
Firm Registration Number: 101248W/W-100022

For and on behalf of Board of Directors of **Exide Industries Limited**
CIN No.: L31402WB1947PLC014919

Sd/-
Jayanta Mukhopadhyay
Partner
Membership No. 055757

Sd/-
J. Kumar
Company Secretary & EVP-Legal & Admin
ACS: 11159

Sd/-
A. K. Mukherjee
Director- Finance & CFO
DIN: 00131626

Sd/-
Gautam Chatterjee
Managing Director & CEO
DIN: 00012306

Mumbai, 30 April, 2019

Mumbai, 30 April, 2019

Cash Flow Statement

for the year ended 31st March 2019

(Rs. in Crores)

	2018-19		2017-18	
(A) CASH FLOW FROM OPERATING ACTIVITIES:				
Net profit before tax		1,238.58		1,006.16
Adjustment for:				
Depreciation and amortisation	313.50		245.94	
Loss on property, plant and equipment sold / discarded (net)	0.34		2.21	
Exceptional items	(108.29)		-	
Dividend income	(17.86)		(35.21)	
Rent income	(0.05)		(0.05)	
Finance costs	6.05		5.24	
Interest income	(3.81)		(0.60)	
Provision for expected credit loss written back	(4.09)		-	
Gain on fair valuation of investments designated as FVTPL	(0.48)		(0.50)	
		185.31		217.03
Operating profit before working capital changes		1,423.89		1,223.19
(Increase) in trade receivables	(132.56)		(321.11)	
(Increase) in inventories	(43.82)		(232.79)	
(Increase) / decrease in other financial assets, loans and other assets	(13.14)		(201.35)	
Increase in financial liabilities, other liabilities and provisions	142.73	(46.79)	398.96	(356.29)
Cash generated from operations		1,377.10		866.90
Direct taxes paid (net of refunds and interest thereon)		(373.31)		(350.29)
Net cash from operating activities		**1,003.79**		**516.61**
(B) CASH FLOW FROM INVESTING ACTIVITIES:				
Purchase and construction property, plant and equipment (including intangible assets)	(676.08)		(772.17)	
Proceeds from sale of property, plant and equipment	125.12		0.79	
Acquisition of investment in shares / units	(8.16)		(0.63)	
Investments in subsidiary	(176.27)		-	
Redemption of investment in shares / units	0.24		5.77	
Purchase of investment of mutual fund units	(1,140.00)		(1,025.00)	
Sale of investment of mutual fund units	1,090.00		1,725.00	
Interest received	0.71		0.60	
Rent received	0.05		0.04	
Dividend received	18.78		37.56	
Net cash used in investing activities		**(765.61)**		**(28.04)**
(C) CASH FLOW FROM FINANCING ACTIVITIES :				
Repayment of short term borrowing (net)	-		(170.23)	
Dividends paid (including tax)	(245.94)		(245.23)	
Interest paid	(6.05)		(5.79)	
Net cash used in financing activities		**(251.99)**		**(421.25)**
Net (decrease) / increase in cash and cash equivalents (A+B+C)		(13.81)		67.32
Cash and cash equivalents - opening balance#		78.51		11.19
Cash and cash equivalents - closing balance#		64.70		78.51

as disclosed in Note 11

The aforesaid Cash Flow Statement has been prepared under the indirect method as set out in IND AS 7- Statement of Cash Flow.

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For B S R & Co. LLP
Chartered Accountants
Firm Registration Number: 101248W/W-100022

Sd/-
Jayanta Mukhopadhyay
Partner
Membership No. 055757

Mumbai, 30 April, 2019

For and on behalf of Board of Directors of **Exide Industries Limited**
CIN No.: L31402WB1947PLC014919

Sd/-
J. Kumar
Company Secretary & EVP-Legal & Admin
ACS: 11159

Sd/-
A. K. Mukherjee
Director- Finance & CFO
DIN: 00131626

Sd/-
Gautam Chatterjee
Managing Director & CEO
DIN: 00012306

Mumbai, 30 April, 2019

Statement of Changes in Equity

for the year ended 31st March 2019

A) EQUITY SHARE CAPITAL

(Rs. in Crores)

	Number	Amount
Equity shares of Re. 1 each issued, subscribed and fully paid		
Balance as at April 1, 2017	85,00,00,000	85.00
Changes in equity share capital during the year	-	-
Balance at March 31, 2018	**85,00,00,000**	**85.00**
Changes in equity share capital during the year	-	-
Balance at March 31, 2019	**85,00,00,000**	**85.00**

B) OTHER EQUITY

(Rs. in Crores)

Particulars	Reserves and Surplus		OCI	Total
	Securities Premium	Retained earnings	Investments in equity shares / units at fair value	
Balance at April 1, 2017	**737.88**	**4,128.10**	**12.61**	**4,878.59**
Profit for the year 2017-18	-	668.35	-	668.35
Re-measurement gains/(losses) on defined benefit plans, net of tax	-	1.03	-	1.03
Net (Loss)/ gain on investment in equity shares / units accounted at fair value, net of tax	-	-	1.87	1.87
	737.88	**4,797.48**	**14.48**	**5,549.84**
Adjustments				
Final dividend for the year 2016-17 (Re. 0.80 per share)	-	(68.00)	-	(68.00)
Tax on final dividend for the year 2016-17	-	(13.84)	-	(13.84)
Payment of interim dividend for the year FY 2017-18 (Rs. 1.60 per share)	-	(136.00)	-	(136.00)
Tax on interim dividend for the year FY 2017-18	-	(27.69)	-	(27.69)
Balance at March 31, 2018	**737.88**	**4,551.95**	**14.48**	**5,304.31**
Profit for the year 2018-19	-	844.05	-	844.05
Re-measurement gains/(losses) on defined benefit plans, net of tax	-	1.92	-	1.92
Net (Loss)/ gain on investment in equity shares / units accounted at fair value, net of tax	-	-	(2.35)	(2.35)
	737.88	**5,397.92**	**12.13**	**6,147.93**
Adjustments				
Final dividend for the year 2017-18 (Re. 0.80 per share)	-	(68.00)	-	(68.00)
Tax on final dividend for the year 2017-18	-	(13.98)	-	(13.98)
Payment of interim dividend for the year 2018-19 (Rs. 1.60 per share)	-	(136.00)	-	(136.00)
Tax on interim dividend for the year 2018-19	-	(27.96)	-	(27.96)
Balance at March 31, 2019	**737.88**	**5,151.98**	**12.13**	**5,901.99**

Description of the components of the other equity

Securities premium

Premium received on equity shares issued are recognised in the securities premium.

Retained earnings

Retained earnings are profits that the Company has earned till date, less dividends or other distributions paid to the shareholders. It also includes remeasurement gain/loss of defined benefit plans.

Other comprehensive income (OCI)

Changes in fair value of equity instruments designated as FVOCI are recorded in other comprehensive income.

Significant accounting policies 1

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For B S R & Co. LLP
Chartered Accountants
Firm Registration Number: 101248W/W-100022

Sd/-
Jayanta Mukhopadhyay
Partner
Membership No. 055757

Mumbai, 30 April, 2019

For and on behalf of Board of Directors of **Exide Industries Limited**
CIN No.: L31402WB1947PLC014919

Sd/-
J. Kumar
Company Secretary & EVP-Legal & Admin
ACS: 11159

Sd/-
A. K. Mukherjee
Director- Finance & CFO
DIN: 00131626

Sd/-
Gautam Chatterjee
Managing Director & CEO
DIN: 00012306

Mumbai, 30 April, 2019

Notes to Financial Statements

for the year ended 31st March 2019

CORPORATE INFORMATION

Exide Industries Limited (the company) is a public company domiciled in India and is incorporated under the provisions of the Companies Act, 2013. Its shares are listed on three recognised stock exchanges in India. The registered office of the company is located at Exide House, 59E Chowringhee Road, Kolkata, 700020. The Company is primarily engaged in the manufacturing of Storage Batteries and allied products in India.

BASIS OF PREPARATION

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The financial statements were authorised for issue by the Company's Board of Directors on 30 April 2019.

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest crore, unless otherwise indicated.

The financial statements have been prepared on the historical cost basis except for:

> Certain financial assets and liabilities, which are measured at fair value

> Net defined benefit (asset)/ liability, which are measured at Fair Value of plan assets less present value of defined benefit obligations

1 SIGNIFICANT ACCOUNTING POLICIES

a. Property, Plant and Equipment

Property, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for it intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

Gain or loss arising on disposal of an asset is treated as income or expense.

Refer Note 2 to the Financial Statements.

b. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognised in the statement of profit and loss. Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the company will obtain ownership by the end of the lease term.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Particulars	Useful economic life
Land under finance lease	Lease period
Buildings	28.5 / 58.5 years
Plant and machinery (including electrical installation)	10/15 years
Moulds	8.5 years
Furniture and fittings	10 years
Office equipment	5 years
Vehicles	6 years
Computers	3 to 6 years

Based on technical assessment done by experts and management's estimate,

Notes to Financial Statements

for the year ended 31st March 2019

(i) the useful life of factory buildings, other buildings, moulds and vehicles are different than those indicated in Schedule II to the Companies Act, 2013,

(ii) residual value of plant & machinery including electrical installation, moulds and computers has been considered to be 2% of the cost as against 5% specified in Schedule II of the Companies Act, 2013. For buildings, office equipment, furniture & fittings and vehicles, residual value has been estimated at 5% of the cost.

The management believes that these estimated useful lives and residual values are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Refer Note 32 to the Financial Statements.

c. Intangible assets and Amortisation

Acquired intangible assets are initially measured at cost and subsequently at cost less accumulated amortisation and accumulated impairment loss, if any.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditures are recognised in profit or loss as incurred.

Intangible assets are amortised over their respective useful economic lives and assessed for impairment whenever there is an impairment indicator, except goodwill which is tested for impairment annually whether or not impairment conditions exist. The amortisation expense and the gain or loss on disposal, is recognised in the statement of profit and loss. Intangible assets with infinite useful lives are tested for impairment annually.

The amortisation policies applied to the Company's intangible assets are as follows:

Intangible assets	Useful lives	Amortisation method used
Computer Software / Trademark	Finite (5 years)	Amortised on a straight-line basis over the life

Research costs are expensed as incurred.

Refer Note 3 and 32 to the Financial Statements

d. Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

e. Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

(i) **Raw materials, Components, Stores and Spares:** These are valued at weighted average cost. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

(ii) **Finished goods and work-in-progress:** These are valued at lower of cost and net realisable value. Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity.

(iii) **Stock-in-trade:** These are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs to completion and the estimated costs necessary to sell them.

Refer Note 8 to the Financial Statements.

Notes to Financial Statements

for the year ended 31st March 2019

f. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise of cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

Refer Note 11 to the Financial Statements.

g. Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

Refer Notes 20 and 25 to the Financial Statements.

h. Employee benefits

(i) Short term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

(ii) Post-retirement benefits

Post-retirement benefits to employees can either be through defined contribution plans or defined benefit plans.

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards Government administered provident fund and pension schemes.

The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

The Company operates the following defined benefit plans:

(a) Defined benefit gratuity plan, which requires contributions to be made to a separately administered fund and

(b) Post-retirement medical benefit plan which is unfunded.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method.

Re-measurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

Notes to Financial Statements

for the year ended 31st March 2019

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Pension liability is split into a defined benefit portion and a defined contribution portion. The part of the liability towards pension plan upto 31st March 2003 for employees as on that date is in the nature of defined benefit plan. From 1st April 2003, the pension remains as a defined contribution liability. The Defined benefit portion is provided for on the basis of an actuarial valuation done at the end of each financial year. The contributions towards defined contribution are charged to Statement of Profit and Loss of the year when the employee renders the service.

The current and non-current bifurcation is done as per Actuarial report.

(iii) Other long-term employee benefits

The Company's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual Independent actuarial valuation using the projected unit credit method. Re-measurements gains or losses are recognised in profit or loss in the period in which they arise.

Refer Notes 20, 25, 30 and 36 to the Financial Statements.

i. Foreign Currency

Transactions in foreign currencies are translated into the functional currency of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in profit or loss.

Refer Notes 27 to the Financial Statements.

j. Revenue Recognition

The Company earns revenue primarily from sale of batteries and HUPS.

Effective 1 April 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. 1 April 2018) in retained earnings, if any. The comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18. Refer note 1(j) of the Standalone Financial Statement – Significant accounting policies – Revenue recognition in the Annual report of the Company for the year ended 31 March 2018, for the revenue recognition policy as per Ind AS 18. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

Sale of products and rendering of services

At contract inception, Company assess the goods or services promised in a contract with a customer and identify as a performance obligation each promise to transfer to the customer. Revenue is recognised upon transfer of control of promised products or services to customers in an amount of the transaction price that is allocated to that performance obligation and that reflects the consideration which the Company expects to receive in exchange for those products or services.

The Company considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of

Notes to Financial Statements

for the year ended 31st March 2019

consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer net of returns, excluding amounts collected on behalf of third parties (for example, taxes) and excluding discounts and incentives, as specified in the contract with customer.

With respect to sale of products and rendering of certain services revenue is recognised at a point in time when the performance obligation is satisfied and the customer obtains the control of goods or services. There is no significant financing components involved on contract with customers. Invoices are usually payable within the credit period as agreed with respective customers.

Revenue from certain services are generated over a period of time, during which services are rendered based on contractual milestones. Revenue recognition takes place when a milestone is completed.

The Company recognises revenue only when it is probable that it will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer.

Customer Loyalty programme

The Company has a customer loyalty programme for selected customers. The Company grants credit points to those customers as part of a sales transaction which allows them to accumulate and redeem those credit points.

The Company allocates a portion of the consideration received to loyalty points. This allocation is based on the relative stand-alone selling prices. The amount allocated to the loyalty programme is deferred, and is recognised as revenue when loyalty points are redeemed or the likelihood of the customer redeeming the loyalty points becomes remote.

The deferred revenue is included in contract liability.

Warranty

The Company provides only assurance types warranty in conjunction with sale of product and hence same is not considered as separate performance obligation.

Refer Note 23, 24, 25, 26 and 33 to the Financial Statements.

k. Income Taxes

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax is recognised on temporary differences between the tax bases and accounting bases of assets and liabilities at the tax rates and laws that have been enacted or substantively enacted at the Balance Sheet date.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax Liabilities

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for the year ended 31st March 2019

and assets, and they relate to income taxes levied by the same tax authority on the same. Taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a Net basis or their tax assets and liabilities will be realised simultaneously.

For items recognised in OCI or equity, deferred / current tax is also recognised in OCI or equity.

Refer Notes 21 to the Financial Statements.

l. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease. All other leases are operating lease.

Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Payments made under operating leases are generally recognised in profit or loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Refer Notes 2 and 33 to the Financial Statements.

m. Earnings per share

Earnings per share is calculated by dividing the net profit or loss before OCI for the year by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss before OCI for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Refer Note 34 to the Financial Statements.

n. Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Refer Note 37 to the Financial Statements.

o. Financial instruments

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

Classification and subsequent measurement

On initial recognition, a financial asset is classified as measured at amortised cost; Fair value through other comprehensive income (FVOCI) – equity investment; or FVTPL. Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the company changes its business model for managing financial assets.

Notes to Financial Statements

for the year ended 31st March 2019

A financial asset is measured at amortised cost if it meets both the conditions and is not designated as at FVTPL: (i) The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

The subsequent measurement of gains and losses of various categories of financial instruments are as follows:

(i) Financial assets at amortised cost: these assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

(ii) Equity investments at FVOCI: these assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

(iii) Financial assets at FVTPL: these assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Derecognition

Financial assets: The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities: The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

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for the year ended 31st March 2019

Impairment

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

Refer Note 41 to the Financial Statements.

p. Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are combined together into cash-generating units (CGUs). Each CGU represents the smallest Company of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or Company of CGUs) on a pro rata basis.

In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

q. Investments in Subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

Refer Note 4 to the Financial Statements.

r. Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to revenue, it is recognised in the statement of profit and loss on a systematic basis over the periods to which they relate. When the grant relates to an asset, it is treated as deferred income and recognised in the statement of profit and loss on a systematic basis over the useful life of the asset.

Refer Note 26 to the Financial Statements.

s. Recognition of dividend income, interest income or expense

Dividend income is recognised in profit or loss on the date on which the Company's right to receive payment is established.

Notes to Financial Statements

for the year ended 31st March 2019

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or

- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

Refer Note 27 and Note 31 to the Financial Statements.

t. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is treated as current when it is:

> Expected to be realised or intended to be sold or consumed in normal operating cycle

> Held primarily for the purpose of trading

> Expected to be realised within twelve months after the reporting period, or

> Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

> All other assets are classified as non-current.

A liability is current when:

> It is expected to be settled in normal operating cycle

> It is held primarily for the purpose of trading

> It is due to be settled within twelve months after the reporting period, or

> There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

> The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

u. Earnings before interest, tax, depreciation and amortisation (EBITDA)

The Company presents EBITDA in the statement of profit or loss; this is not specifically required by Ind AS 1. The term EBITDA are not defined in Ind AS. Ind AS compliant schedule III allows companies to present line items, sub-line items and sub-totals shall be presented as an addition or substitution on the face of the financial statement when such presentation is relevant to an understanding of the company's financial position or performance or to cater to industry/sector-specific disclosure requirements or when required for compliance with the amendments to the Companies Act or under the Indian Accounting Standard.

Measurement of EBITDA

Accordingly, the Company has elected to present earnings before interest, tax, depreciation and amortisation (EBITDA) as a separate line item on the face of statement of profit or loss. The Company measures EBITDA on the basis of profit / (loss) from continuing operations. In its measurement, the Company does not include depreciation and amortisation expense, finance cost and tax expenses.

1.1 STANDARDS ISSUED BUT NOT YET EFFECTIVE

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new standards/amendments to the existing

Notes to Financial Statements

for the year ended 31st March 2019

standards, which the Company has not applied as they are effective from April 1, 2019:

i. Ind AS 116 – Leases

Ind AS 116 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases. It replaces existing leases guidance, Ind AS 17- Leases.

The Company has completed an initial assessment of the potential impact on its financial statements but has not yet completed its detailed assessment. The quantitative impact of adoption of Ind AS 116 on the financial statements in the period of initial application is not reasonably estimable as at present.

The Company will recognise new assets and liabilities for its operating leases of offices, factory and residential premises facilities (refer note 33). The nature of expenses related to those leases will now change because the Company will recognise a depreciation charge for right-of-use assets and interest expense on lease liabilities.

Previously, the Company recognised operating lease expense on a straight-line basis over the term of the lease, and recognised assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognised.

On preliminary assessment, for leases other than short-term leases and leases of low value assets, it is expected that the impact arising out of Ind AS 116 on the financial statements of the Company will not be significant.

Transition

The Company plans to apply Ind AS 116 initially on 1 April 2019, using the modified retrospective approach. Therefore, the cumulative effect of adopting Ind AS 116 will be recognised as an adjustment to the opening balance of retained earnings at 1 April 2019, with no restatement of comparative information.

The Company plans to apply the practical expedient to grandfather the definition of a lease on transition. This means that it will apply Ind AS 116 to all contracts entered into before 1 April 2019 and identified as leases in accordance with Ind AS 17.

ii. Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company does not expect any significant impact of the amendment on its financial statements.

iii. Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its financial statements.

Notes to Financial Statements

for the year ended 31st March 2019

2 PROPERTY, PLANT AND EQUIPMENT

(Rs. in Crores)

	Freehold land	Land under finance lease	Buildings (including roads)	Plant and equipment (including electrical installation)	Moulds	Office equipment	Furniture and fixtures	Vehicles	Computers	Total
Cost										
Balance as at April 1, 2017	29.73	32.04	339.76	1,252.20	179.65	10.80	2.70	2.41	18.62	1,867.91
Additions for year 2017-18	3.85	41.43	73.52	466.35	55.00	2.91	2.32	-	5.54	650.92
Disposals / deductions for the year 2017-18	0.02	-	1.70	4.45	1.17	0.12	0.01	0.02	0.77	8.26
Balance as at March 31, 2018	**33.56**	**73.47**	**411.58**	**1,714.10**	**233.48**	**13.59**	**5.01**	**2.39**	**23.39**	**2,510.57**
Additions for the year 2018-19	20.57	0.17	82.88	467.40	66.50	2.91	0.77	0.24	11.87	653.31
Disposals / deductions for the year 2018-19	10.28	-	2.88	7.82	0.11	0.13	0.02	0.01	0.29	21.54
Balance as at March 31, 2019	**43.85**	**73.64**	**491.58**	**2,173.68**	**299.87**	**16.37**	**5.76**	**2.62**	**34.97**	**3,142.34**
Accumulated depreciation										
Balance as at April 1, 2017	-	1.43	21.05	272.09	37.77	3.53	0.34	0.79	6.41	343.41
Depreciation for the year 2017-18	-	0.60	14.78	188.55	25.54	2.38	0.37	0.42	4.81	237.45
Disposals / deductions for the year 2017-18	-	-	0.30	3.27	0.87	0.10	-	0.01	0.71	5.26
Balance as at March 31, 2018	**-**	**2.03**	**35.53**	**457.37**	**62.44**	**5.81**	**0.71**	**1.20**	**10.51**	**575.60**
Depreciation for the year 2018-19	-	1.96	17.39	244.23	30.91	2.62	0.49	0.42	7.11	305.13
Disposals / deductions for the year 2018-19	-	-	0.19	3.77	0.08	0.10	0.01	0.01	0.20	4.36
Balance as at March 31, 2019	**-**	**3.99**	**52.73**	**697.83**	**93.27**	**8.33**	**1.19**	**1.61**	**17.42**	**876.37**
Carrying amount (net)										
Balance as at March 31, 2018	33.56	71.44	376.05	1,256.73	171.04	7.78	4.30	1.19	12.88	1,934.97
Balance as at March 31, 2019	43.85	69.65	438.85	1,475.85	206.60	8.04	4.57	1.01	17.55	2,265.97

a. Conveyance / Lease deeds for certain immovable properties valued at Rs. 41.31 crs (PY: Rs. 46.49 crs) are pending execution.

b. Buildings includes Rs. 0.10 crs (PY: Rs. 0.10 crs) being the cost of shares in respective Co-operative Housing Societies.

c. Movement of capital work-in-progress:

	Opening balance	Addition during the year	Capitalised	Closing balance
2018-19	233.50	674.21	652.78	254.93
2017-18	141.36	752.79	660.65	233.50

Notes to Financial Statements

for the year ended 31st March 2019

3 INTANGIBLE ASSETS

(Rs. in Crores)

	Goodwill	Trade Mark	Computer Software	Total
Cost				
Balance as at April 1, 2017	3.89	3.12	30.91	37.92
Additions for the year 2017-18	-	-	10.35	10.35
Balance as at March 31, 2018	**3.89**	**3.12**	**41.26**	**48.27**
Additions for the year 2018-19	-	-	16.31	16.31
Disposals / deductions for the year 2018-19	-	-	-	-
Balance as at March 31, 2019	**3.89**	**3.12**	**57.57**	**64.58**
Accumulated amortisation & impairment loss				
Balance as at April 1, 2017	3.89	1.68	10.85	16.42
Amortisation/impairment for the year 2017-18	-	0.69	7.80	8.49
Balance as at March 31, 2018	**3.89**	**2.37**	**18.65**	**24.91**
Amortisation for the year 2018-19	-	0.53	7.84	8.37
Balance as at March 31, 2019	**3.89**	**2.90**	**26.49**	**33.28**
Carrying amount (net)				
Balance as at March 31, 2018	-	0.75	22.61	23.36
Balance as at March 31, 2019	-	0.22	31.08	31.30

4 INVESTMENTS

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Investments at cost (Unquoted)		
Equity Shares, Fully Paid Up		
In Subsidiary Companies		
Chloride International Limited of Rs. 10 each [4,50,000 shares (PY: 4,50,000 Shares)]	0.20	0.20
Chloride Power Systems and Solutions Limited of Rs. 10 each [19,80,000 shares (PY:19,80,000 Shares)]	2.93	2.93
Chloride Metals Limited of Rs. 10 each (4,73,80,952 shares [PY: 4,23,80,952 shares)]	144.03	109.03
Chloride Batteries S.E.Asia Pte Limited of Singapore $ 1 each [70,00,000 shares (PY: 70,00,000 shares)]	10.35	10.35
Espex Batteries Limited of GBP 1 each [1,02,000 shares (PY: 1,02,000 shares)]	0.78	0.78
Associated Battery Manufacturers (Ceylon) Ltd of Sri Lankan Rupees 10 each [38,96,640 shares (PY: 38,96,640 shares)]	7.31	7.31
Exide Life Insurance Company Limited of Rs. 10 each [185,00,00,000 shares (PY: 175,00,00,000 shares)]	1,679.59	1,579.60
Exide Leclanche Energy Private Limited of Rs. 10 each [4,12,81,995 shares (PY: Nil)]	41.28	-
Investments at amortised cost		
Government securities (lodged as security deposits with various authorities)	0.01	0.01
Investments at fair value through OCI		
Debentures (fully paid up)		
Woodlands Multispecialty Hospital Limited		
1/2% Debentures of Rs. 100 each [20 debentures (PY: 20 debentures)]	-^	-
5% Non-redeemable Registered Debentures of Rs. 6,000 each (1 debenture (PY: 1 debenture)	-^	-

Notes to Financial Statements

for the year ended 31st March 2019

4 INVESTMENTS (CONTD.)

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Units (unquoted)		
Faering Capital India Evolving Fund of Rs. 1,000 each [3,03,406 units (PY: 2,27,458 units)]	40.71	33.43
Equity shares (unquoted)		
Haldia Integrated Development Agency Ltd of Rs. 10 each (5,00,000 shares [PY: 5,00,000 shares)]	2.45	2.95
Suryadev Alloys of Rs 10 each [2,500 shares (PY: 2,500 shares)]	0.03	0.03
Equity shares (quoted)		
Hathway Cable and Datacom Limited of Rs. 2 each [54,62,830 shares (PY: 54,62,830 shares)]	15.81	18.49
	1,945.48	**1,765.11**
(i) Aggregate book value of unquoted investments	1,929.67	1,746.62
(ii) Aggregate value of quoted investments and market value thereof	15.81	18.49
(iii) Refer Note 41 for information about fair value measurement and Note 42 for credit risk and market risk of investment		
(iv) ^ Figures being less than Rs. 50,000 in each case, has not been disclosed		

5 NON-CURRENT TRADE RECEIVABLES (AT AMORTISED COST)

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Trade receivables, considered good - unsecured	0.18	1.18
	0.18	**1.18**

6 NON-CURRENT LOANS AND DEPOSITS (AT AMORTISED COST)

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Unsecured, considered good		
a) Loans to employees	-	0.01
b) Loans and advances to others	0.01	0.01
c) Security deposits	18.17	12.60
	18.18	**12.62**

7 OTHER NON-CURRENT ASSETS

(Rs. in Crores)

	March 31, 2019	March 31, 2018
(i) Unsecured, considered good		
a) Capital advances	41.16	52.86
b) Prepaid expenses	37.52	27.63
c) Balances and deposit with Government authorities	17.10	22.02
(ii) Unsecured, considered doubtful		
a) Advances to suppliers	2.04	1.99
b) Balances and deposit with Government authorities	22.52	14.66
	120.34	**119.16**
Less :- Provision for doubtful deposits and advances	24.55	16.65
	95.79	**102.51**

Notes to Financial Statements

for the year ended 31st March 2019

8 INVENTORIES

(Rs. in Crores)

		March 31, 2019	March 31, 2018
(At Lower of cost and net realisable value)			
a)	Stores, spare parts, loose tools, etc.	43.37	33.22
b)	Raw materials and components [including in transit/ lying in bonded warehouse Rs. 120.77 crs (PY: Rs 88.17 crs)]	451.64	454.82
c)	Work-in-progress	530.04	466.60
d)	Finished goods	773.68	792.96
e)	Stock-in-trade	5.24	12.55
		1,803.97	**1,760.15**

I. The cost of inventories recognised as an expense during the year has been disclosed on the face of the Statement of Profit and Loss and Note 33.

II. The cost of inventories recognised as an expense includes Rs. Nil (PY: Rs. 3.27 Crores) in respect of write downs of inventory.

9 INVESTMENTS

(Rs. in Crores)

	No. of units	March 31, 2019	No. of units	March 31, 2018
Investments at fair value through Profit and Loss				
Units of Mutual Fund (Unquoted)				
Kotak Treasury Advantage Fund - Regular Plan Daily Dividend Reinvestment of Rs 10 each	-	-	99,24,710	10.00
Kotak Liquid - Direct Plan Daily Dividend Reinvestment of Rs 1,000 each	1,63,640	20.02	-	-
Franklin India Ultra Short Bond Fund Super Institutional Plan Daily Dividend Reinvestment of Rs 10 each	-	-	99,22,801	10.00
Franklin India Liquid Fund-Super Institutional plan-Direct-Daily Dividend Reinvestment of Rs 1,000 each	1,99,815	20.03	-	-
DSP Blackrock Ultra Short Term Fund Regular Plan Daily Dividend Reinvestment of Rs 10 each	-	-	6,48,59,757	65.40
DSP Low Duration Fund -Regular Plan -Daily Dividend Reinvestment of Rs 10 each	1,98,80,609	20.02	-	-
IDFC Ultra Short Term Fund -Daily Dividend Reinvestment - Regular Plan of Rs 10 each	-	-	1,00,17,248	10.09
IDFC Ultra Short Term Fund -Daily Dividend Reinvestment - Direct Plan of Rs 10 each	1,99,59,283	20.01	-	-
Birla Sunlife Savings Fund -Daily Dividend Reinvestment of Rs 100 each	-	-	9,97,888	10.01
Aditya Birla Sunlife Liquid Fund-Direct Plan -Daily Dividend Reinvestment of Rs 100 each	20,00,611	20.05	-	-
HDFC Floating Rate Debt Fund -Short Term Plan Wholesale Option -Daily Dividend Reinvestment of Rs 10 each	-	-	4,99,50,727	50.35
HDFC Liquid Fund-Direct plan-Daily Dividend Reinvestment of Rs 1,000 each	1,47,727	15.07	-	-

Notes to Financial Statements

for the year ended 31st March 2019

9 INVESTMENTS (CONTD.)

(Rs. in Crores)

	No. of units	March 31, 2019	No. of units	March 31, 2018
HDFC Ultra Short Term Fund -Regular- Daily Dividend Reinvestment of Rs 10 each	50,04,881	5.03	-	-
HDFC Ultra Short Term Fund -Direct- Daily Dividend Reinvestment of Rs 10 each	3,99,26,774	40.13	-	-
ICICI Prudential Flexible Income Fund - Daily Dividend Reinvestment of Rs 100 each	-	-	4,77,491	5.05
ICICI Prudential Liquid Fund -Direct plan- Daily Dividend Reinvestment of Rs 100 each	20,06,129	20.09	-	-
UTI Treasury Advantage Fund -Institutional Plan- Daily Dividend Reinvestment of Rs 1,000 each	-	-	50,149	5.03
Reliance Medium Term Fund - Daily Dividend Reinvestment of Rs 10 each	-	-	29,43,543	5.04
Quant Liquid Plan - Daily Dividend Reinvestment of Rs 10 each	-	-	36,72,346	5.02
LIC Nomura MF Savings Plus Fund -Short Term Plan - Daily Dividend Reinvestment of Rs 10 each	-	-	49,48,352	5.03
LIC MF Liquid Fund -Direct Plan - Daily Dividend Reinvestment of Rs 1,000 each	45,576	5.00	-	-
Mahindra Low Duration Bachat Yojna -Regular Daily Dividend Reinvestment of Rs 1,000 each	-	-	50,015	5.02
Mahindra Liquid Fund-Direct - Daily Dividend Reinvestment of Rs 1,000 each	50,031	5.01	-	-
Yes Liquid Fund-Direct - Daily Dividend Reinvestment of Rs 1,000 each	1,50,541	15.07	-	-
Invesco India Liquid Fund-Direct - Daily Dividend Reinvestment of Rs 1,000 each	50,001	5.00	-	-
Tata Liquid Fund-Direct - Daily Dividend Reinvestment of Rs 1,000 each	49,965	5.00	-	-
BNP Paribas Liquid Fund-Direct - Daily Dividend Reinvestment of Rs 1,000 each	49,968	5.00	-	-
Axis Liquid Fund-Direct - Daily Dividend Reinvestment of Rs 1,000 each	1,50,360	15.05	-	-
DSP India Enhanced Equity Fund -Class B -of Rs 100 each	5,00,000	8.30	5,00,000	7.82
		243.88		**193.86**
Units Of Mutual Fund (Quoted)				
HDFC Cancer Cure Fund-Debt Plan of Rs 10 each	1,00,00,000	10.03	1,00,00,000	10.03
		10.03		**10.03**
		253.91		**203.89**
Aggregate amount of quoted investment and market value thereof		10.03		10.03
Aggregate amount of unquoted investment		243.88		193.86

(i) Refer Note 41 for information about fair value measurement and Note 42 for credit risk and market risk of investment.

Notes to Financial Statements

for the year ended 31st March 2019

10 TRADE RECEIVABLES (UNSECURED) (AT AMORTISED COST)

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Trade receivables, Considered good - unsecured	1,086.65	953.09
Less: Provision for impairment	5.61	9.70
Total	**1,081.04**	**943.39**

Refer Note no 39 for Related Party disclosure for trade receivables from related parties.
The Company's exposure to credit and currencies risks, and loss allowances related to trade receivables are disclosed in Note 42.

11 CASH AND CASH EQUIVALENTS

(Rs. in Crores)

		March 31, 2019	March 31, 2018
a)	Balances with banks on		
	Current account	64.42	78.19
b)	Cash in hand	0.28	0.32
		64.70	**78.51**

12 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Unclaimed Dividend Account	8.85	8.68
	8.85	**8.68**

13 LOANS AND DEPOSITS (AT AMORTISED COST)

(Rs. in Crores)

		March 31, 2019	March 31, 2018
Unsecured , considered good			
a)	Loans to employees	0.14	0.04
b)	Security deposits - others	13.84	14.54
		13.98	**14.58**

14 OTHER FINANCIAL ASSETS (AT AMORTISED COST)

(Rs. in Crores)

		March 31, 2019	March 31, 2018
Unsecured , considered good			
a)	Other receivables (rebates and discounts, etc.)	33.19	23.36
b)	Claims receivable	-	1.44
		33.19	**24.80**

Notes to Financial Statements

for the year ended 31st March 2019

15 OTHER CURRENT ASSETS

(Rs. in Crores)

		March 31, 2019	March 31, 2018
a)	Other recoverable and advances*	19.25	13.63
b)	Balances and deposit with Government authorities	176.61	186.54
c)	Prepaid expenses	16.47	17.80
		212.33	**217.97**

*includes export incentive receivables aggregating to Rs Nil (PY Rs 5.26 crs)

16 SHARE CAPITAL

(Rs. in Crores)

		March 31, 2019	March 31, 2018
a)	**Authorised**		
	100,00,00,000 (PY: 100,00,00,000) Equity Shares of Re. 1 each	100.00	100.00
		100.00	**100.00**
b)	**Issued, subscribed & fully paid-up**		
	85,00,00,000 (PY: 85,00,00,000) Equity Shares of Re. 1 each	85.00	85.00
		85.00	**85.00**
c)	**Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year**		
	Balance at the beginning and at the end of the year	**85,00,00,000**	**85,00,00,000**

d) Terms / rights attached to equity shares

The company has only one class of Equity Shares having a Par Value of Re. 1 per share. Each Holder of Equity Shares is entitled to one Vote per share. The company declares and pays dividends in Indian Rupee. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of Liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

e)	**Shares held by holding company**		
	Name of Shareholder		
	Chloride Eastern Limited, UK (considered to be Holding company by virtue of de-facto control) 45.99% (PY: 45.99%)	39,09,54,666	39,09,54,666

f)	**Details of shareholders holding more than 5% shares in Company**		
	Name of shareholder	**Number of Shares**	
	Chloride Eastern Limited, UK holding 45.99% (PY: 45.99%)	39,09,54,666	39,09,54,666
	As per records of the company, including its register of shareholders / members and other declaration received from shareholders, the above shareholding represents legal ownership of shares.		

17 OTHER EQUITY

(Rs. in Crores)

		March 31, 2019	March 31, 2018
a)	**Securities premium**	737.88	737.88
	Premium received on equity shares issued is recognised in the securities premium		
b)	**Retained earnings**	5,151.98	4,551.95
	Retained earnings are profits that the Company has earned till date, less dividends or other distributions paid to the shareholders. It also includes remeasurement gain/ loss of defined benefit plans.		

Notes to Financial Statements

for the year ended 31st March 2019

17 OTHER EQUITY (CONTD.)

(Rs. in Crores)

	March 31, 2019	March 31, 2018
c) Items of other comprehensive income		
- Fair value of equity instruments through OCI	12.13	14.48
Changes in fair value of equity instruments recorded in other comprehensive income		
	5,901.99	**5,304.31**

18 NON-CURRENT TRADE PAYABLES (AT AMORTISED COST)

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Trade payable for goods & services		
Total outstanding dues of micro and small enterprises (refer note no. 38)	-	-
Total outstanding dues of creditors other than micro and small enterprises	4.79	4.36
	4.79	**4.36**

19 OTHER NON-CURRENT FINANCIAL LIABILITIES (AT AMORTISED COST)

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Payables for capital goods	2.26	2.62
	2.26	**2.62**

20 NON CURRENT PROVISIONS

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Provision for employee benefits (refer note 36)		
Post retirement medical benefits	4.27	4.45
Gratuity	3.97	8.78
Pension	3.62	3.51
Compensated absences	31.92	28.46
Others		
Provision for site restoration liabilities	1.38	1.25
	45.16	**46.45**
Provision for site restoration liabilities		
A provision is recognised for site restoration liabilities on leasehold lands taken by the Company:		
Opening balance	1.25	1.13
Add: Interest accrued on the provision during the year	0.13	0.12
Closing balance	**1.38**	**1.25**

21 DEFERRED TAX LIABILITY (NET)

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Deferred tax liabilities	212.06	183.57
Less: Deferred tax assets	36.92	43.07
	175.14	**140.50**

Notes to Financial Statements

for the year ended 31st March 2019

Movement in deferred tax liabilities / assets balances:

2018-19	April 01, 2018	Movement through Statement of Profit and Loss	Movement through Other Comprehensive Income	March 31, 2019
Deferred tax liabilities:				
Arising out of temporary difference in depreciable assets	(176.49)	(30.81)	-	(207.30)
Expenses claimed as deduction as per Income Tax Act, 1961 but not booked in current year	(6.59)	1.83	-	(4.76)
Unrealised gain on investment in equity shares	(0.49)	(0.06)	1.47	0.92
Deferred tax assets:				
On expenses allowable against taxable income in future years	42.01	(6.51)	-	35.50
Others	1.06	(0.56)	-	0.50
	(140.50)	**(36.11)**	**1.47**	**(175.14)**

2017-18	April 01, 2017	Movement through Statement of Profit and Loss	Movement through Other Comprehensive Income	March 31, 2018
Deferred tax liabilities:				
Arising out of temporary difference in depreciable assets	(144.41)	(32.08)	-	(176.49)
Expenses claimed as deduction as per Income Tax Act, 1961 but not booked in current year	(45.93)	39.34	-	(6.59)
Unrealised gain on investment in equity shares	(0.57)	-	0.08	(0.49)
Deferred tax assets:				
On expenses allowable against taxable income in future years	22.93	19.63	(0.55)	42.01
Others	12.80	(11.74)	-	1.06
	(155.18)	**15.15**	**(0.47)**	**(140.50)**

Notes to Financial Statements

for the year ended 31st March 2019

	2018-19		2017-18	
	Rate	(Rs. in Crores)	Rate	(Rs. in Crores)
Reconciliation of statutory rate of tax and effective rate of tax:				
At India's statutory income tax rate of 34.94% (PY: 34.61%)	34.94%	432.81	34.61%	348.21
Adjustments:				
Non-deductible expenses for tax purposes	0.32%	3.97	0.55%	5.58
Exempt income for tax purposes	-0.47%	(5.87)	-1.16%	(11.64)
Various allowances claimed under Income Tax Act, 1961	-0.38%	(4.68)	-0.44%	(4.44)
Indexation benefit on sale of capital asset as per Income tax Act	-1.98%	(24.58)	-	-
Impact of lower tax rate on certain items	-0.39%	(4.77)	-	-
Others including Tax impact of earlier years	-0.19%	(2.35)	-0.01%	0.10
Total tax expense	**31.85%**	**394.53**	**33.57%**	**337.81**

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Breakup of tax expense is as follows:		
Current tax		
Current period	361.53	362.38
Prior period	(3.11)	(9.42)
Deferred tax		
Origination and reversal of temporary differences	36.11	(15.15)
Total tax expenses	**394.53**	**337.81**

22 TRADE PAYABLES (AT AMORTISED COST)

(Rs. in Crores)

		March 31, 2019	March 31, 2018
a)	Trade payable for goods & services		
	Total outstanding dues of micro and small enterprises (refer note no. 38)	3.75	4.08
	Total outstanding dues of creditors other than micro and small enterprises	995.54	934.19
b)	Acceptances	143.50	140.44
		1,142.79	**1,078.71**

Refer note 42 for information about liquidity risk and market risk related to trade payables.
Trade payables and acceptances are non-interest bearing and are normally settled on 30 day terms.
For terms and conditions with related parties, refer to Note 39.

Notes to Financial Statements

for the year ended 31st March 2019

23 OTHER CURRENT FINANCIAL LIABILITIES (AT AMORTISED COST)

(Rs. in Crores)

		March 31, 2019	March 31, 2018
a)	Unclaimed dividends (to be credited to Investor Education and Protection Fund as and when due)	8.85	8.68
b)	Other payables -		
	For Selling and distribution costs	236.10	177.09
	For capital goods	83.14	81.40
	For other expenses *	58.47	68.39
		386.56	**335.56**

* other liabilities includes employee related liabilities aggregating to Rs 54.84 crs (PY Rs 57.68 Crs)

i. There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as 31 March 2019.

ii. Other payables for selling and distribution costs represents outstanding liabilities for incentives and trade schemes, etc.

24 OTHER CURRENT LIABILITIES

(Rs. in Crores)

		March 31, 2019	March 31, 2018
a)	Taxes and duties payable	106.00	87.60
b)	Advances from customers	18.22	16.59
c)	Deferred revenue *	36.04	62.32
		160.26	**166.51**

*Other payables for deferred revenue relates to loyalty credit points granted to the customers as part of sales transactions and has been estimated with reference to the fair value of the products for which they could be redeemed.

25 CURRENT PROVISIONS

(Rs. in Crores)

		March 31, 2019	March 31, 2018
a)	Provision for employee benefits (refer note 36)		
	Post retirement medical benefits	0.35	0.41
	Compensated absences	2.62	3.08
b)	Others		
	Provision for warranty claims	211.31	175.18
	Provision for litigations and tax disputes	54.19	54.19
		268.47	**232.86**
	Provisions for warranties		
	A provision is recognised for expected warranty claims on products sold, based on past experience of the level of repairs and returns. The table below gives information about movement in warranty provision:		
	Opening balance	175.18	178.13
	Add: Provision created during the year	261.98	189.64
	Less: Utilised against warranty claims during the year	225.85	192.59
	Closing balance	**211.31**	**175.18**

Notes to Financial Statements

for the year ended 31st March 2019

25 CURRENT PROVISIONS (CONTD.)

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Provisions for litigations and tax disputes		
The management has estimated the provisions for pending litigation, claims and demands relating to indirect taxes based on its assessment of probability for these demands crystallising against the company in due course:		
Opening balance	54.19	39.89
Add: provision created during the year	-	14.30
Closing balance	**54.19**	**54.19**

26 REVENUE FROM OPERATIONS

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Sale of products (including excise duty)	10,564.89	9,441.12
Other operating income		
Export incentive	8.46	8.19
Sale of scrap	6.42	5.34
Income from service / installation	8.54	5.15
	10,588.31	**9,459.80**

(i) Sales are net of price adjustments settled during the year by the Company and discounts, trade incentives, VAT, Sales Tax, GST etc.

(ii) Sale of goods includes excise duty collected from customers of Rs Nil (PY: Rs. 273.48 crs).

(iii) Post the applicability of Goods and Service Tax (GST) with effect from July 1, 2017, revenue from operations are disclosed net of GST. Accordingly, the revenue from operations for year ended March 31, 2019 are not comparable with the previous years figure.

Revenue disaggregation is as follows:

Disaggregation of product sold based on industry vertical and customers profile

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Institutional sales	3,357.06	3,186.13
Non-institutional sales	7,222.79	6,265.48
	10,579.85	**9,451.61**

Disaggregation based on geography

(Rs. in Crores)

	March 31, 2019	March 31, 2018
India	9,902.56	9,011.05
Outside India	677.29	440.56
	10,579.85	**9,451.61**

Notes to Financial Statements

for the year ended 31st March 2019

Geographic location is based on the location of customers excluding export incentive.

Information about major customers:

No single customer represents 10% or more of the Company's total revenue during the year ended March 31, 2019 and March 31, 2018.

Changes in unearned and deferred revenue are as follows:

(Rs. in Crores)

	2018-19
Balance at the beginning of the year	62.32
Revenue recognised during the year that was included in deferred revenue at the beginning of the year	(22.41)
Other adjustments - settlement through credit notes	(28.62)
Increase due to invoicing during the year, excluding amounts recognised as revenue during the year	24.75
Balance at the end of the year	**36.04**
Reconciliation of revenue recognized with the contracted price is as follows:	
Contracted revenue	11,042.07
Addition towards Excise duty	-
Reduction towards variable consideration components	(462.22)
Revenue recognised	**10,579.85**

The reduction towards variable consideration comprises of discounts, incentive etc.

Contract balances

(Rs. in Crores)

	March 31, 2019
Trade receivables	1,081.22
Contract liabilities	36.04
	1,045.18

27 OTHER INCOME

(Rs. in Crores)

	2018-19	2017-18
Interest Income on :		
Income tax refunds	3.10	-
Financial assets carried at amortised cost	0.71	0.60
Dividend income on		
Long term investments in subsidiaries	6.85	11.22
Current investments in mutual funds designated at FVTPL	11.01	23.99
Other non-operating income		
Gain on fair valuation of investments in mutual funds units designated at FVTPL	0.48	0.50
Net foreign exchange Gain	9.13	16.52
Others	7.22	5.58
	38.50	**58.41**

Notes to Financial Statements

for the year ended 31st March 2019

28 COST OF MATERIALS CONSUMED

(Rs. in Crores)

	2018-19	2017-18
Opening stock	454.82	371.51
Add: purchases	6,985.40	6,213.43
	7,440.22	**6,584.94**
Less: closing stock	451.64	454.82
	6,988.58	**6,130.12**

Cost of material consumed includes net proceeds from scrap battery.

29 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(Rs. in Crores)

	2018-19	2017-18
Opening stock		
Work-in-progress	466.60	455.01
Finished goods	792.96	555.20
Stock-in-trade	12.55	7.50
	1,272.11	**1,017.71**
Closing stock		
Work-in-progress	530.04	466.60
Finished goods	773.68	792.96
Stock-in-trade	5.24	12.55
	1,308.96	**1,272.11**
Increase / (decrease) in Excise duty on finished goods	-	(109.87)
	(36.85)	**(144.53)**

30 EMPLOYEE BENEFIT EXPENSES

(Rs. in Crores)

	2018-19	2017-18
Salaries, wages and bonus	533.93	499.09
Contribution to provident and other funds (Refer Note 36)	32.80	33.49
Staff welfare expenses	70.93	64.59
	637.66	**597.17**

31 FINANCE COSTS

(Rs. in Crores)

	2018-19	2017-18
Interest expenses	6.05	5.24
	6.05	**5.24**

Notes to Financial Statements

for the year ended 31st March 2019

32 DEPRECIATION AND AMORTISATION

(Rs. in Crores)

	2018-19	2017-18
Depreciation of property, plant and equipments	305.13	237.45
Amortisation of intangible assets	8.37	8.49
	313.50	**245.94**

33 OTHER EXPENSES

(Rs. in Crores)

	2018-19	2017-18
Stores and spare parts consumed	83.71	76.35
Power and fuel	332.57	286.72
Battery Charging / Battery assembly expenses	106.68	107.63
Repairs and maintenance		
Buildings	9.62	9.11
Plant and machinery	31.59	29.27
Others	14.99	12.74
Rent and hire charges	38.66	35.44
Rates and taxes	6.42	3.25
Insurance	9.30	6.40
Commission	3.88	4.13
Royalty and technical aid fees	53.21	43.43
Warranty expenses	261.98	189.64
Publicity and sales promotion	78.45	63.38
Freight and forwarding (net)	294.58	247.07
After Sales Services	67.09	56.87
Clearing and forwarding Expenses	34.55	30.57
Travelling and conveyance	42.44	39.30
Bank charges	1.43	1.32
Communication costs	4.86	5.41
Donations	0.06	0.03
Directors' sitting fees	0.24	0.18
Loss on property, plant and equipment sold/discarded (net)	0.34	2.21
Auditors' remuneration:		
As Auditors		
- For statutory audit	0.49	0.49
- For limited reviews	0.30	0.30
- For others	0.05	0.05
As tax auditors	0.07	0.07
Other services	0.02	0.02
Out of pocket expenses	0.09	0.05
Miscellaneous expenses (refer Note 33.1)	91.40	86.53
	1,569.07	**1,337.96**

i) The Company has a full-fledged Research and Development Center. During the year, a sum of Rs. 29.88 crs. (PY: Rs. 28.08 crs), including capital expenditure Rs. 5.36 crs. (PY: Rs. 6.27 crs), was spent on Research and Development work.

Notes to Financial Statements

for the year ended 31st March 2019

ii) Rent and hire charges include Rs. 35.92 crs (PY Rs. 32.47 crs) towards lease of residential apartments, Office premises and Godowns. These are cancellable leases, renewable by mutual agreement. The lease term is for various number of years and renewable for further periods as per the lease agreements. There are no sub-leases.

33.1 Miscellaneous expenses

(Rs. in Crores)

	2018-19	2017-18
Motor vehicle running expenses	6.69	6.09
Consultancy and services outsourced	31.06	32.19
Security service charges	9.48	8.45
General expenses	1.11	0.93
Legal expenses	3.01	1.69
Printing & stationery	5.87	5.70
Total quality management expenses	0.86	0.74
Corporate social responsibility expenses	19.22	18.30
Pollution control expenses	4.89	4.46
Testing charges	0.65	0.70
Liquidated damages	0.64	1.92
Battery erection / installation costs	7.92	5.36
	91.40	**86.53**

The Company has spent Rs. 19.22 crs (PY: Rs. 18.30 crs) towards various schemes of Corporate Social Responsibility as prescribed under Sec. 135 of the Companies Act, 2013. The details are:

I. Gross amount required to be spent by the Company during the year Rs. 18.98 crs (PY: Rs. 17.64 crs)

II. Amount spent during the year on :

(Rs. in Crores)

Particulars	2018-19	2017-18
i) Construction/Acquisition of any asset	-	-
ii) For purposes other than (i) above	19.22	18.30
	19.22	**18.30**

34 EARNINGS PER SHARE (EPS)

(Rs. in Crores)

	2018-19	2017-18
Details for calculation of basic and diluted earning per share:		
Profit after tax as per Statement of Profit and Loss	844.05	668.35
Weighted average number of equity share (Numbers)	85.00	85.00
Basic and diluted earning per share (Rs.)	9.93	7.86

Notes to Financial Statements

for the year ended 31st March 2019

35 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements requires management to make judgements, estimates and assumptions, as described below, that affect the reported amounts and the disclosures. The Company based its assumptions and estimates on parameters available when the financial statements were prepared and are reviewed at each Balance Sheet date. Uncertainty about these assumptions and estimates could result in outcomes that may require a material adjustment to the reported amounts and disclosures. Information about critical judgements in applying accounting policies, as well as estimates and assumptions that have the most significant effect on the financial statements is as follows:

(a) Employee benefit plans

The cost of the employment benefit plans and their present value are determined using actuarial valuations which involves making various assumptions that may differ from actual developments in the future. For further details refer Note 36.

(b) Fair value measurement of investments

The fair value of unquoted investments are determined using valuation methods which involves making various assumptions that may differ from actual developments in the future. For further details refer Note 41.

(c) Revenue recognition and customer's loyalty programme

Judgement is required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts and incentives. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer.

The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract.

The Company estimates the fair value of points awarded under the incentive schemes based on past trend of similar incentive schemes and by applying a budgeted incentive payout rate. Inputs include making assumptions about expected redemption rates, the mix of products that will be available for redemption in the future and customer preferences. Refer note 23 and 24 for further details.

(d) Warranty, Non discounting to warranty

The Company estimates the provision for warranty based on past trend of actual issues of batteries under warranty. As at 31 March 2019, the estimated liability towards warranty aggregated to Rs. 211.31 crs (PY: Rs. 175.18 crs). For further details refer Note 25. The provision towards warranty is not discounted as the management, based on past trend, expects to use the provision within twelve months after the Balance Sheet date.

(e) Provision for litigations and tax disputes

The likelihood of outcome of litigations and tax disputes are estimated by the management based on past experiences, legal advice, other public information etc. For further details, refer Note 25.

Notes to Financial Statements

for the year ended 31st March 2019

36 GRATUITY AND OTHER POST EMPLOYMENT BENEFIT PLANS

(Rs. in Crores)

		2018-19			2017-18		
		GRATUITY (Funded)	PENSION (Funded)	PRMB (Unfunded)	GRATUITY (Funded)	PENSION (Funded)	PRMB (Unfunded)
I	**Expenses recognised in the statement of Profit and Loss**						
1	Current / past service cost	7.09	-	0.03	5.90	-	0.04
2	Interest Cost	6.32	0.29	0.33	5.67	0.30	0.37
3	Expected Return on plan assets	(6.04)	(0.04)	-	(5.37)	(0.09)	-
4	Past service Cost - plan amendments	-	-	-	3.69	-	-
5	Total	7.37	0.25	0.36	9.89	0.21	0.41
	Expenses recognised in OCI						
6	Actuarial (gains) / losses	(2.47)	(0.14)	(0.33)	(0.88)	(0.05)	(0.65)
7	Total expense	4.90	0.11	0.03	9.01	0.16	(0.24)
II	**Net asset / (liability) recognised in the Balance Sheet**						
1	Present value of defined benefit obligation	97.25	4.02	4.62	94.11	4.43	4.86
2	Fair value of plan assets	93.28	0.40	-	85.33	0.92	-
3	Net asset / (liability)	(3.97)	(3.62)	(4.62)	(8.78)	(3.51)	(4.86)
III	**Change in obligation during the year**						
1	Present value of defined benefit obligation at the beginning of the year	94.11	4.43	4.86	83.61	4.41	5.33
2	Current service cost / plan amendments	7.09	-	0.03	9.59	-	0.04
3	Interest cost	6.32	0.29	0.33	5.67	0.30	0.37
4	Benefits paid	(7.67)	(0.56)	(0.27)	(5.24)	(0.26)	(0.23)
5	Actuarial (gains) / losses						
	Arising from changes in experience	1.26	(0.09)	(0.13)	0.48	(0.02)	(0.86)
	Arising from changes in demographic assumptions	-	-	-	-	-	0.21
	Arising from changes in financial assumptions	(3.86)	(0.05)	(0.20)	-	-	-
6	Present value of defined benefit obligation at the end of the year	97.25	4.02	4.62	94.11	4.43	4.86
IV	**Change in the fair value of plan assets during the year**						
1	Plan assets at the beginning of the year	85.33	0.92	-	74.93	1.23	-
2	Expected return on plan assets	6.04	0.04	-	5.37	0.09	-
3	Contribution by employer	9.71	-	-	8.91	-	-
4	Transfers	-	-	-	-	(0.17)	-
5	Actual benefits paid	(7.67)	(0.56)	-	(5.24)	(0.26)	-
6	Actuarial gains / (losses)	(0.13)	-	-	1.36	0.03	-
7	Plan assets at the end of the year	93.28	0.40	-	85.33	0.92	-
8	Actual return on plan assets	5.91	0.04	-	6.73	0.12	-

Notes to Financial Statements

for the year ended 31st March 2019

36 GRATUITY AND OTHER POST EMPLOYMENT BENEFIT PLANS (CONTD.)

(Rs. in Crores)

		2018-19			2017-18		
		GRATUITY (Funded)	PENSION (Funded)	PRMB (Unfunded)	GRATUITY (Funded)	PENSION (Funded)	PRMB (Unfunded)
V	**The major categories of plan assets as a percentage of the fair value of total plan assets**						
	Investments with insurer	100%	100%	-	100%	100%	-
VI	**Maturity profile of the defined benefit obligation**						
	Weighted average duration of the defined benefit obligation	5 & 8 years	4 years	9 years	5 & 8 years	4 years	9 years
	Expected benefit payments for the year ending						
	Not later than 1 year	6.93	0.78	0.36	8.90	0.87	0.41
	Later than 1 year and not later than 5 years	40.84	2.62	1.76	35.40	2.71	1.71
	More than 5 years	62.02	1.44	2.12	47.32	1.54	2.05

VII Actuarial assumptions

1	Discount rate	7.5 % p.a (March 31, 2018: 7% p.a.)
2	Expected rate of return on plan assets	7.5 % p.a (March 31, 2018: 7% p.a.)
3	Mortality pre retirement	Indian Assured Lives Mortality (2006-08) (modified) Ult.
4	Mortality post retirement	LIC (1996-98) Ultimate
5	Employee turnover rate	2.00%
6	Expected increase in salary	
	- executive staff	10 % p.a (March 31, 2018: 10% p.a.)
	- other management staff	8 % p.a (March 31, 2018: 8% p.a.)
	- non-management staff	5 % p.a (March 31, 2018: 5% p.a.)

VIII In 2019-20 the Company expects to contribute Rs 4.00 crs (2018-19: Rs 9.00 crs) to gratuity and Rs 3.60 crs (2018-19: Rs 3.50 crs) to Pension funds.

IX Healthcare cost trend rates have no effect on the amounts recognised in the statement of profit and loss, since the benefit is in the form of a fixed amount as per the various grades, which is not subject to change.

X The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Notes to Financial Statements

for the year ended 31st March 2019

XI The Company makes contribution to provident fund, superannuation fund and employees' state insurance schemes, which are defined contribution plans. Total contribution to the aforesaid funds during the year aggregated to Rs 25.20 crs (2017-18 - Rs 23.29 crs).

XII

(Rs. in Crores)

		2018-19	2017-18
1	Gratuity		
	Defined benefit obligation	97.25	94.11
	Plan assets	93.28	85.33
	Surplus / (deficit)	(3.97)	(8.78)
	Experience (gain) / loss adjustments on plan liabilities	1.26	0.48
	Experience gain / (loss) adjustments on plan assets	(0.13)	1.36
2	Pension		
	Defined benefit obligation	4.02	4.43
	Plan Assets	0.40	0.92
	Surplus / (deficit)	(3.62)	(3.51)
	Experience (gain) / loss adjustments on plan liabilities	(0.09)	(0.02)
	Experience gain / (loss) adjustments on plan assets	-	0.03
3	Post retirement medical benefit		
	Defined benefit obligation	4.62	4.86
	Experience gain / (loss) adjustments on plan liabilities	(0.13)	(0.86)

XIII The basis of various assumptions used in actuarial valuations and their quantitative sensitivity analysis is as shown below:

(Rs. in Crores)

	March 31, 2019		March 31, 2018	
Assumptions	Discount rate (a)		Discount rate (a)	
Sensitivity level	1% increase	1% decrease	1% increase	1% decrease
Impact on retiral benefit	(7.42)	8.51	(7.03)	8.38
Assumptions	Future salary (b)		Future salary (b)	
Sensitivity level	1% increase	1% decrease	1% increase	1% decrease
Impact on retiral benefit	7.75	(6.94)	7.57	(6.52)

(a) Based on interest rates of government bonds

(b) Based on management's estimate

Notes to Financial Statements

for the year ended 31st March 2019

37 COMMITMENTS AND CONTINGENCIES

(Rs. in Crores)

		March 31, 2019	March 31, 2018
(i)	**Capital and other commitments**		
	Commitment for acquisition of Property, plant and equipment	856.28	506.38
	Commitment for investment	22.48	30.64
		878.76	**537.02**
(ii)	**Contingent Liabilities**		
	Guarantees excluding financial guarantees		
	Outstanding bank guarantees / indemnity bonds	31.48	34.67
	Claims against the company not acknowledged as debt		
	Sales tax demands	27.85	30.96
	Excise duty demands	39.37*	38.66*
	Income tax demands	9.92	9.92
	Other claims being disputed by the Company	-	-
	Claim from a landlord , an appeal whereby is pending in Hon'ble Bombay High Court	Not Ascertainable	Not Ascertainable
		108.62	**114.21**

* Includes a Demand of Rs 32.60 crs plus penalties, as applicable, for the period June 2006-May 2009 on the grounds that Excise Duty was payable on the MRP of batteries. The Company has contested applicability of The Standards of Weights & Measures Act, 1976 and Rules thereunder, the applicability of which is still to be adjudicated by the Hon'ble Supreme Court. Meanwhile, Company has been granted a stay on this Excise Duty demand by CESTAT, Kolkata.

The Supreme Court, in a judgement dated 28 Feb 2019, has stipulated the components of salary that need to be taken into account for computing the contribution to provident fund under the Employees Provident Fund Act, 1952. The company will account for the impact of the judgement after clarification is obtained in interpreting aspects of the judgement and after knowing the effective date of its application. The company does not expect the impact to be material.

38 DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MSMED ACT, 2006

	2018-19	2017-18
Principal and interest amount remaining unpaid		
- Principal	3.75	4.08
- Interest	-	0.01
The amount of interest paid by the Company in terms of Section 16 of the MSMED Act, 2006 alongwith the amount of the payment made to the supplier beyond the appointed date during the year.	-	-
The amount of the payments made to micro and small suppliers beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	0.01
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purposes of disallowance as a deductible expenditure under the MSMED Act, 2006.	0.14	0.14

Notes to Financial Statements

for the year ended 31st March 2019

39 RELATED PARTY DISCLOSURE:

i) Particulars of related parties:

A. Where control exists	
1. Subsidiaries	Chloride Batteries S.E. Asia Pte. Limited, Singapore. (CBSEA)
	Chloride International Limited (CIL)
	Chloride Power Systems and Solutions Limited (CPSSL)
	Espex Batteries Limited , UK (Espex)
	Associated Battery Manufacturers (Ceylon) Ltd , Sri Lanka (ABML)
	Chloride Metals Limited (CML)
	Exide Life Insurance Company Limited (ELI)
	Exide Leclanche Energy Private Limited (ELEPL)
2. Enterprise / Individuals having a direct or indirect control over the Company	Chloride Eastern Limited, UK. (CEL)
	Chloride Eastern Industries Pte Limited, Singapore (CEIL)
	LIEC Holdings SA , Switzerland
	Mr. S B Raheja
B. Others	
1. Key Management Personnel (As on 31st March , 2019)	Mr. G Chatterjee , Whole Time Director
	Mr. A K Mukherjee , Whole Time Director
	Mr. Subir Chakraborty , Whole Time Director
	Mr. Arun Mittal , Whole Time Director
	Mr. Bharat D. Shah , Director
	Mr. R.B.Raheja , Director
	Mr. Nawshir H. Mirza , Director
	Mr. Vijay Aggarwal , Director
	Mr. Sudhir Chand , Director
	Ms. Mona N. Desai , Director
	Mr. Surin S. Kapadia , Director
	Mr. Jitendra Kumar , Company Secretary
2. Name of the Companies / firms / in which Directors / Key Management Personnel have significant influence with whom transactions have happened during the year	Shalini Construction Company Private Limited (Shalini Construction)
	Peninsula Estates Private Limited (Peninsula Estates)
	Raheja QBE General Insurance Company Limited (Raheja QBE)
3. Employees Trusts where there is significant influence :	Chloride Officer's Provident Fund (COPF)

Notes to Financial Statements

for the year ended 31st March 2019

39 RELATED PARTY DISCLOSURE: (CONTD.)

ii) Details of transactions entered into with the related parties :

(Rs. in Crores)

Particulars		Subsidiaries	Enterprise/ Individuals having direct or indirect control	Companies / firms in which Directors / Key Management Personnel have significant influence	Key management personnel	Employees trust	Total
		Transaction value	Transaction value	Transaction value	Transaction value	Transaction value	Transaction value
Purchases of goods/Capital assets							
	- CML	2,428.39	-	-	-	-	2,428.39
		(2,343.20)	-	-	-	-	(2,343.20)
	- CBSEA	-	-	-	-	-	-
		(0.14)	-	-	-	-	(0.14)
	- CPSSL	28.65	-	-	-	-	28.65
		(25.95)	-	-	-	-	(25.95)
	Total	**2,457.04**	**-**	**-**	**-**	**-**	**2,457.04**
		(2,369.29)	**-**	**-**	**-**	**-**	**(2,369.29)**
Sale of goods	- CBSEA	61.75	-	-	-	-	61.75
		(48.45)	-	-	-	-	(48.45)
	- CPSSL	37.33	-	-	-	-	37.33
		(20.30)	-	-	-	-	(20.30)
	- Espex	58.50	-	-	-	-	58.50
		(37.39)	-	-	-	-	(37.39)
	- CML	539.08	-	-	-	-	539.08
		(434.06)	-	-	-	-	(434.06)
	- ABML	0.16	-	-	-	-	0.16
		-	-	-	-	-	-
	Total	**696.82**	**-**	**-**	**-**	**-**	**696.82**
		(540.20)	**-**	**-**	**-**	**-**	**(540.20)**
Rent and maintenance costs							
	- CIL	0.79	-	-	-	-	0.79
		(0.72)	-	-	-	-	(0.72)
	- Shalini Construction	-	-	0.69	-	-	0.69
		-	-	(0.54)	-	-	(0.54)
	- Peninsula Estates	-	-	0.17	-	-	0.17
		-	-	(0.13)	-	-	(0.13)
	Total	**0.79**	**-**	**0.86**	**-**	**-**	**1.65**
		(0.72)	**-**	**(0.67)**	**-**	**-**	**(1.39)**
Insurance expenses							
	- Raheja QBE	-	-	0.01	-	-	0.01
		-	-	(0.02)	-	-	(0.02)

Notes to Financial Statements

for the year ended 31st March 2019

39 RELATED PARTY DISCLOSURE: (CONTD.)

ii) Details of transactions entered into with the related parties : (Contd.)

(Rs. in Crores)

Particulars	Subsidiaries	Enterprise/ Individuals having direct or indirect control	Companies / firms in which Directors / Key Management Personnel have significant influence	Key management personnel	Employees trust	Total
	Transaction value	Transaction value	Transaction value	Transaction value	Transaction value	Transaction value
Employee welfare expenses						
- ELI	1.83	-	-	-	-	1.83
	(0.73)	-	-	-	-	(0.73)
Investments during the year						
- ELI	100.00	-	-	-	-	100.00
	-	-	-	-	-	-
- CML	35.00	-	-	-	-	35.00
	-	-	-	-	-	-
- ELEPL	41.28	-	-	-	-	41.28
	-	-	-	-	-	-
Dividend income						
- ABML	1.06	-	-	-	-	1.06
	(1.30)	-	-	-	-	(1.30)
- Espex	-	-	-	-	-	-
	(0.09)	-	-	-	-	(0.09)
- CML	4.74	-	-	-	-	4.74
	(8.48)	-	-	-	-	(8.48)
- CIL	0.36	-	-	-	-	0.36
	(0.36)	-	-	-	-	(0.36)
- CPSSL	0.69	-	-	-	-	0.69
	(0.99)	-	-	-	-	(0.99)
Total	**6.85**	**-**	**-**	**-**	**-**	**6.85**
	(11.22)	**-**	**-**	**-**	**-**	**(11.22)**
Technical assistance expenses						
- CEIL	-	0.13	-	-	-	0.13
	-	(0.12)	-	-	-	(0.12)
Technical assistance income						
- ABML	0.40	-	-	-	-	0.40
	(0.41)	-	-	-	-	(0.41)
Marketing expenses						
- CBSEA	0.71	-	-	-	-	0.71
	(0.38)	-	-	-	-	(0.38)
- ESPEX	0.09	-	-	-	-	0.09
	(0.10)	-	-	-	-	(0.10)

Notes to Financial Statements

for the year ended 31st March 2019

39 RELATED PARTY DISCLOSURE: (CONTD.)

ii) Details of transactions entered into with the related parties : (Contd.)

(Rs. in Crores)

Particulars	Subsidiaries	Enterprise/ Individuals having direct or indirect control	Companies / firms in which Directors / Key Management Personnel have significant influence	Key management personnel	Employees trust	Total
	Transaction value	Transaction value	Transaction value	Transaction value	Transaction value	Transaction value
Contributions to employees benefit plans						
- COPF	-	-	-	-	20.40	20.40
	-	-	-	-	(18.22)	(18.22)
Rental income						
- CPSSL	0.05	-	-	-	-	0.05
	(0.05)	-	-	-	-	(0.05)
Sale of assets						
- ELEPL	5.74	-	-	-	-	5.74
	-	-	-	-	-	-
Services rendered						
- ELEPL	8.33	-	-	-	-	8.33
	-	-	-	-	-	-
Remuneration						
- Short term employee benefits (including commission and sitting fees)	-	-	-	11.57	-	11.57
	-	-	-	(10.13)	-	(10.13)
-Post retirement benefits	-	-	-	1.45	-	1.45
	-	-	-	(1.32)	-	(1.32)
Total	**-**	**-**	**-**	**13.02**	**-**	**13.02**
	-	**-**	**-**	**(11.45)**	**-**	**(11.45)**

figures for the previous years are in bracket

Notes to Financial Statements

for the year ended 31st March 2019

39 RELATED PARTY DISCLOSURE: (CONTD.)

iii) Details of amounts due to or due from related parties as at March 31, 2019 and March 31, 2018 are as follows :

(Rs. in Crores)

Particulars	As at March 31, 2019	As at March 31, 2018
Amounts due to or due from Subsidiaries		
Trade Payables		
- CML	141.49	54.81
- CPSSL	4.87	4.28
Trade receivables		
- CBSEA	14.24	19.00
- CPSSL	29.21	6.74
- ESPEX	29.76	20.69
- ABML	0.16	-
Dividend receivable		
- ABML	0.98	-
Technical assistance income receivables		
- ABML	0.40	0.41
Marketing expenses payables		
- CBSEA	0.17	0.04
- ESPEX	0.02	0.04
Contributions to employees benefit plans payables		
- COPF	1.71	1.53
Amounts due to key managerial personnel		
- Remuneration to Directors (Short term employee benefits)	6.83	6.01

Notes : (1) Final dividend amounting to Rs 31.28 crs was paid for the year 2017-18 (Rs 31.28 crs for the year 2016-17) and Rs 62.55 crs towards Interim Dividend for 2018-19 (Rs 62.55 crs for Interim Dividend 2017-18) to Chloride Eastern Limited, UK.

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended March 31, 2019, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (PY: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

40 SEGMENT REPORTING

The Company has identified two operating segments viz, Automotive and Industrial. As per Ind AS - 108, due to similar nature of products, production process, customer types, etc., the two operating segments have been aggregated as single operating segment of "storage batteries and allied products" during the year. The analysis of geographical segments is based on the areas in which customers of the Company are located.

Notes to Financial Statements

for the year ended 31st March 2019

Geographical segments

The Company primarily operates in India and therefore the analysis of geographical segment is demarcated into its Indian and Overseas operations as under:

(Rs. in Crores)

Particulars	2018-19		
	India	Overseas	Total
Revenue from operations	9,911.02	677.29	10,588.31
Non-current assets other than financial assets and Income tax assets	2,647.99	-	2,647.99

(Rs. in Crores)

Particulars	2017-18		
	India	Overseas	Total
Revenue from operations	9,019.24	440.56	9,459.80
Non-current assets other than financial assets and Income tax assets	2,294.34	-	2,294.34

The Company is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer.

41 FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT

A. Measurement of fair values

A number of the accounting policies and disclosures require the measurement of fair values of assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. The Management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the Management assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Notes to Financial Statements
for the year ended 31st March 2019

41 FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT (CONTD.)

B. Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy as at 31 March 2019:

(Rs. in Crores)

	Note	Carrying amount					Fair value			
		FVTPL	Other financial assets - amortised cost*	FVOCI	Other financial liabilities*	Total carrying amount	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value										
Investments - in mutual funds	9	253.91	-	-	-	253.91	10.03	243.88	-	**253.91**
Investments - in equity instruments	4	-	0.01	59.00	-	59.01	15.81	40.72	2.48	**59.01**
		253.91	**0.01**	**59.00**	**-**	**312.92**				
Financial assets not measured at fair value										
Trade receivables	5 & 10	-	1,081.22	-	-	1,081.22				
Cash and cash equivalents (a)	11	-	64.70	-	-	64.70				
Bank Balances other than (a) above	12	-	8.85	-	-	8.85				
Loans and deposits	6 & 13	-	32.16	-	-	32.16				
Other financial assets	14	-	33.19	-	-	33.19				
		-	**1,220.12**	**-**	**-**	**1,220.12**				
Financial liabilities not measured at fair value										
Trade payables	18 & 22	-	-	-	1,147.58	1,147.58				
Other financial liabilities	19 & 23	-	-	-	388.82	388.82				
		-	**-**	**-**	**1,536.40**	**1,536.40**				

* The carrying amount of the Company's financial assets and financial liabilities are reasonable approximation of their face value

Notes to Financial Statements

for the year ended 31st March 2019

41 FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT (CONTD.)

B. Accounting classifications and fair values (contd.)

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy as at 31 March 2018:

(Rs. in Crores)

	Note	Carrying amount					Fair value			
		FVTPL	Other financial assets - amortised cost*	FVOCI	Other financial liabilities*	Total carrying amount	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value										
Investments - in mutual funds	9	203.89	-	-	-	203.89	10.03	193.86	-	**203.89**
Investments - in equity instruments	4	-	0.01	54.90	-	54.91	18.50	33.43	2.98	**54.91**
		203.89	**0.01**	**54.90**	**-**	**258.80**				
Financial assets not measured at fair value										
Trade receivables	5 & 10	-	944.57	-	-	944.57				
Cash and cash equivalents (a)	11	-	78.51	-	-	78.51				
Bank Balances other than (a) above	12	-	8.68	-	-	8.68				
Loans and deposits	6 & 13	-	27.20	-	-	27.20				
Other financial assets	14	-	24.80	-	-	24.80				
		-	**1,083.76**	**-**	**-**	**1,083.76**				
Financial liabilities not measured at fair value										
Trade payables	18 & 22	-	-	-	1,083.07	1,083.07				
Other financial liabilities	19 & 23	-	-	-	338.18	338.18				
		-	**-**	**-**	**1,421.25**	**1,421.25**				

* The carrying amount of the Company's financial assets and financial liabilities are reasonable approximation of their fair value.

The fair value of equity securities designated as Fair value through other comprehensive income is determined using Level 3 inputs like discounted cash flows, net asset value approach. Significant unobservable inputs comprise long term growth rates, market conditions of the specific industry etc. However, the changes in the fair values due to changes in unobservable inputs will not be material to the financial statements.

Notes to Financial Statements

for the year ended 31st March 2019

42 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's financial liabilities comprise short-term borrowings, capital creditors and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's financial assets include trade and other receivables, cash and cash equivalents and investment.

The Company has a Risk Management Committee that ensures that risks are identified, measured and managed in accordance with Risk Management Policy of the Company. The Board of Directors also review these risks and related risk management policy.

The market risks and credit risks are further explained below:

I) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include FVTOCI investments, trade payables, trade receivables, etc.

(i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities. Such foreign currency exposures are not hedged by the Company. The Company has a treasury department which monitors the foreign exchange fluctuations on the continuous basis and advises the management of any material adverse effect on the Company.

Foreign currency sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

	Changes in rate	Foreign currency Payable (net)	Effect on profit before tax
	%	(Rs. in Crores)	(Rs. in Crores)
March 31, 2019	5%	1.79	(0.09)
	-5%		0.09
March 31, 2018	5%	140.61	(7.03)
	-5%		7.03

(ii) Equity price risk

The Company's investments in listed and non-listed equity securities and mutual funds are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the equity price risk through diversification and by placing limits on individual and total equity instruments / mutual funds. Reports on the investment portfolio are submitted to the Company's management on a regular basis. The Company's Board of Directors reviews and approves all investment decisions.

Notes to Financial Statements

for the year ended 31st March 2019

Equity price sensitivity

The following table shows the effect of price changes in listed equity

	Changes in price / NAV	Investment	Effect on total comprehensive income
	%	(Rs. in Crores)	(Rs. in Crores)
March 31, 2019	5%	25.84	0.84
	-5%		(0.84)
March 31, 2018	5%	26.31	0.86
	-5%		(0.86)

(iii) Commodity price risk

The Company is affected by the price volatility of certain commodities. Its operating activity is manufacturing of batteries and therefore requires supply of lead. Due to significant volatility in the lead price, the Company enters into purchase contract with vendors wherein the prices are linked to the quoted London Metal Exchange rates. Similarly, the Company's selling price of batteries to OEM customers is linked to such rates. As the Company's significant revenue is linked to cost of lead, the impact of change in lead prices on Company's profit is not expected to be significant.

II) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables). The maximum exposure to credit risk is equal to the carrying value of financial assets.

Trade receivables

A significant part of the Company's sales are under the 'cash and carry' model which entails no credit risk. For others, an impairment analysis is performed at each reporting date on an individual basis for all the customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on historical data of credit losses. The maximum exposure to credit risk at the reporting date is the carrying value of trade receivables disclosed in Note 5 and 10 as the Company does not hold collateral as security. The Company has evaluated the concentration of risk with respect to trade receivables as low, as its customers are from several industries.

The Company's exposure to credit risk for trade receivables by geographic region is as follows:

(Rs. in Crores)

	Carrying Amount	
	March 31, 2019	March 31, 2018
India	955.93	840.59
Outside India	125.29	103.98
	1,081.22	**944.57**

The Company's historical experience of collecting receivables and the level of default indicate that credit risk is low and generally uniform across markets; consequently, trade receivables are considered to be a single class of financial assets. All overdue customer balances are evaluated taking into account the age of the dues, specific credit circumstances, the track record of the counterparty etc. Loss allowances and impairment is recognised, where considered appropriate by responsible management.

Notes to Financial Statements
for the year ended 31st March 2019

The movement of the allowance for impairment in trade receivables is as follows:

(Rs. in Crores)

	Expected credit loss	
	March 31, 2019	March 31, 2018
Opening Balance	9.70	10.24
Add: Provisions	-	-
Less: reversals	4.09	0.54
Closing Balance	5.61	9.70

III) Liquidity risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

The Company maintained a cautious liquidity strategy, with a positive cash balance throughout the year ended 31 March 2019 and 31 March 2018. Cash flow from operating activities provides the funds to service the financial liabilities on a day-to-day basis.

The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits and mutual funds with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date.

March 31, 2019

(Rs. in Crores)

	Contractual cash flows 1 year or less	More than 1 year	Total Carrying Amount
Liabilities			
Trade payables	1,142.79	4.79	1,147.58
Other financial liabilities	386.56	2.26	388.82
	1,529.35	**7.05**	**1,536.40**

March 31, 2018

(Rs. in Crores)

	Contractual cash flows 1 year or less	More than 1 year	Total Carrying Amount
Liabilities			
Trade payables	1,078.71	4.36	1,083.07
Other financial liabilities	335.56	2.62	338.18
	1,414.27	**6.98**	**1,421.25**

Notes to Financial Statements
for the year ended 31st March 2019

43 CAPITAL MANAGEMENT

The Company's objective when managing capital (defined as net debt and equity) is to safeguard the Company's ability to continue as a going concern in order to provide returns to shareholders and benefit for other stakeholders, while protecting and strengthening the balance sheet through the appropriate balance of debt and equity funding. The Company manages its capital structure and makes adjustments to it, in light of changes to economic conditions and strategic objectives of the Company.

44 The Board of Directors at its meeting held on April 30, 2019 have recommended a final dividend of Rs. 0.80 (80%) per equity share of face value of Re 1 each for the financial year ended March 31, 2019. The above is subject to approval at the ensuing Annual General Meeting of the Company and hence is not recognized as a liability.

45 LIST OF SUBSIDIARIES OF THE COMPANY

The Company has following subsidiaries for which the Company prepares Consolidated Financial Statements as per Ind AS 110 "Consolidated Financial Statements". These subsidiaries have been accounted at cost in these separate financial statements of the Company.

Name	Principal place of business	% of ownership interest as on 31st Mar 2019
Chloride International Limited (CIL)	India	100
Chloride Power Systems and Solutions Limited (CPSSL)	India	100
Chloride Metals Limited (CML)	India	100
Exide Life Insurance Company Limited (ELI)	India	100
Exide Leclanche Energy Private Limited (ELEPL)	India	74.99
Chloride Batteries S. E. Asia Pte. Limited (CBSEA) & its wholly owned subsidiary (Exide Batteries Pvt. Ltd.)	Singapore	100
Espex Batteries Limited (ESPEX)	UK	100
Associated Battery Manufacturers (Ceylon) Limited (ABML)	Srilanka	61.50

46 Exceptional Item for current year represents profit on sale of property at Guindy, Tamil Nadu and for previous year represents expenses incurred towards settlement of dispute with Exide Technologies,USA, in relation to the usage of the name or mark "Exide" in India.

47 The disclosures regarding details of specified bank notes held and transacted during 8th November 2016 to 30th December 2016 has not been made in these financial statements since the requirement does not pertain to financial year ended 31 March 2019.

As per our report of even date.

For B S R & Co. LLP
Chartered Accountants
Firm Registration Number: 101248W/W-100022

For and on behalf of Board of Directors of **Exide Industries Limited**
CIN No.: L31402WB1947PLC014919

Sd/-
Jayanta Mukhopadhyay
Partner
Membership No. 055757

Sd/-
J. Kumar
Company Secretary & EVP-Legal & Admin
ACS: 11159

Sd/-
A. K. Mukherjee
Director- Finance & CFO
DIN: 00131626

Sd/-
Gautam Chatterjee
Managing Director & CEO
DIN: 00012306

Mumbai, 30 April, 2019

Mumbai, 30 April, 2019

Independent Auditor's Report

To the Members of Exide Industries Limited

REPORT ON THE AUDIT OF CONSOLIDATED FINANCIAL STATEMENTS

OPINION

We have audited the consolidated financial statements of Exide Industries Limited (hereinafter referred to as the 'Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31 March 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2019, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

Provision for warranties

See note 33 to the consolidated financial statements

The key audit matter	How the matter was addressed in our audit
The Group's business involves the sale of products under warranty. Accordingly, the Group has recorded significant warranty provisions which are inherently judgmental in nature. These provisions are required for the Group to record an appropriate estimate of the ultimate costs of repairing and replacing product that is ascertained to be faulty.	Our audit procedures included, among other things, the evaluation of the process to calculate the provision for product warranties and the evaluation of the relevant assumptions and their derivation for the measurement of the provisions. Based on historical data used by the Group to estimate its provisions for product warranties, we assessed the permanence of methods used, the relevance and reliability of underlying data and calculations applied. We also compared costs incurred to the previously recognized provisions to assess the quality of the management estimates. Based on evidence obtained, we concluded that management's process for identifying and quantifying warranty provisions was appropriate and that the resulting provision was reasonable.

Incentive payouts
See note 31 and 32 to the consolidated financial statements

The key audit matter	How the matter was addressed in our audit
Revenue is measured taking into account, the incentives earned by the dealers on the Group's sales. Due to the multitude and variety of contractual terms across the Group's markets, the estimation of incentives recognised based on sales made during the year is considered to be complex. We determined this matter to be a key audit issue due to the variety of incentives offered, the absolute amount of such incentive as well as the complexity associated with the estimates that management has to make, to record them at year end.	Our audit procedures included considering the appropriateness of the Group's accounting policies pertaining to revenue recognition, including those relating to incentives and assessing compliance with the applicable accounting standards. We tested the effectiveness of the Group's controls over calculation of incentives, actual payout against such incentive provisions and appropriateness of the timing of revenue recognition. Based on historical data used by the Group to estimate its accruals for dealers' incentive, we assessed the permanence of methods used, the relevance and reliability of underlying data and calculations applied. We also compared amounts paid with previously recognized corresponding provisions to assess the quality of the management estimates. Based on evidence obtained, we concluded that management's process for identifying and quantifying incentive provisions and recognition of revenue was appropriate.

Valuation of actuarially determined life insurance liabilities
See note 26 and 34 to the consolidated financial statements

The key audit matter	How the matter was addressed in our audit
The valuation of the actuarially determined life insurance liabilities (present value of expected future outflow including benefits to policyholders and future expenses less present value of expected future premium) by Exide Life Insurance Company Limited (ELI), a subsidiary, is based on complex actuarial methodologies and models involving comprehensive assumption setting processes with regards to future events. Actuarial assumptions selected by the aforesaid subsidiary with respect to interest rates, investment returns, mortality, morbidity, longevity, persistency, expenses, stock market volatility and future policyholder behaviour which may result in material impacts on the valuation of actuarially determined life insurance liabilities.	The statutory auditors of ELI have performed the following audit procedures: a. Tested the completeness and accuracy of material underlying data to source documentation. b. Reviewed the consistency of actuarial methods used by the Company in determining the life insurance liabilities. Further, the statutory auditors of ELI have relied upon Appointed Actuary's certificate for forming their opinion on the valuation of liabilities for life policies in force and for policies in respect of which premium has been discontinued but liability exists on financial statements of the Company.

Investments – valuation and impairment
See note 5 and 11 to the consolidated financial statements

The key audit matter	How the matter was addressed in our audit
Investments in various securities are made by ELI for shareholders and policyholders. Such investments include investments in debt securities of various corporates. Refer to Note 1(q) of the financial statements relating to valuation and impairment of investments. ELI's management determines whether objective evidence of impairment exists for these investments. Given the inherent subjectivity in the assessment of impairment, this is considered to be a key audit matter.	The statutory auditors of ELI have verified the latest rating reports obtained by ELI, on a sample basis. They have also tested the operating effectiveness of certain key controls performed by the Investment team for reviewing the quality of the investments made. Further, the statutory auditors of ELI have also evaluated the management's assessment of indications of impairment and challenged the management's rationale for identifying significant decline in the fair value. No material variances arose from performing this work.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the holding Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/ audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of each company.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

> Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

> Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

> Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

> Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group (company and subsidiaries) to cease to continue as a going concern.

> Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

> Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements, of which we are the independent auditors. We are responsible for the direction, supervision and performance of the audit of financial information of such entities. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTERS

We did not audit the financial statements/ financial information of seven subsidiaries, whose financial statements/financial information reflect total assets of Rs.15,764.96 crores as at 31 March 2019, total revenues of Rs.6,338.45 crores and net cash flows amounting to Rs.38.36 crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements/financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the audit reports of the other auditors.

Certain of these subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Company and audited by us.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries as were audited by other auditors, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act.

e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries as noted in the 'Other Matters' paragraph:

i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2019 on the consolidated financial position of the Group. Refer Note 48 to the consolidated financial statements.

ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2019.

iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies incorporated in India during the year ended 31 March 2019.

iv. The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in the financial statements since they do not pertain to the financial year ended 31 March 2019.

C. With respect to the matter to be included in the Auditor's report under section 197(16):

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For B S R & Co. LLP
Chartered Accountants
Firm's registration number: 101248W/W-100022

Sd/-
Jayanta Mukhopadhyay
Partner
Membership no: 055757

Place: Mumbai
Date: 30 April 2019

Annexure - A to the Independent Auditors' report on the consolidated financial statements of Exide Industries Limited for the year ended 31 March 2019 (Referred to in our report of even date)

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

OPINION

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2019, we have audited the internal financial controls with reference to consolidated financial statements of Exide Industries Limited (hereinafter referred to as "the Holding Company") and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies, as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OTHER MATTERS

a) Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to four subsidiary companies is based on the corresponding reports of the auditors of such companies incorporated in India.

b) The auditors of Exide Life Insurance Company Limited ("ELI"), a subsidiary, have reported that the actuarial valuation of liabilities for the life policies in force and for policies in respect of which premium has been discontinued but liability exists as at 31 March 2019, is the responsibility of the Company's Appointed Actuary, (the "Appointed Actuary"). The actuarial valuation of these liabilities for life policies in force and for policies in respect of which premium has been discontinued but liability exists as at 31 March 2019, has been duly certified by the Appointed Actuary and in his opinion, the assumptions for such valuation are in accordance with the Insurance Regulatory and Development Authority of India.

The auditors of ELI have relied upon Appointed Actuary's certificate in this regard for forming their opinion on the financial statements of ELI.

Accordingly, the auditors of ELI have not tested the internal financial controls with reference to financial statements in respect of valuation and accuracy of liabilities for life policies certified by the Appointed Actuary and the same has been relied upon by them.

For B S R & Co. LLP
Chartered Accountants
Firm's registration number: 101248W/W-100022

Sd/-
Jayanta Mukhopadhyay
Partner
Membership no: 055757

Place: Mumbai
Date: 30 April 2019

Consolidated Balance Sheet

as at 31st March 2019

(Rs. in Crores)

	Note	March 31, 2019	March 31, 2018
I) ASSETS			
1) Non Current Assets			
a) Property, plant and equipment	2	2,456.38	2,065.08
b) Capital work-in-progress	2	264.99	236.99
c) Goodwill	4	581.90	581.90
d) Other intangible assets	3	41.52	33.99
e) Intangible assets under development		35.07	4.30
f) Reinsurance asset		82.40	55.10
g) Financial assets			
(i) Investments			
- Investments of life insurance business	5	13,162.55	11,481.30
- Other investments	6	59.01	54.91
(ii) Trade receivables	7	0.18	1.46
(iii) Loans and deposits	8	39.74	23.69
h) Current tax assets (net)		90.77	73.23
i) Deferred tax assets (net)	28	10.01	6.99
j) Other non-current assets	9	155.96	114.07
		16,980.48	**14,733.01**
2) Current Assets			
a) Inventories	10	2,065.31	2,004.85
b) Financial assets			
(i) Investments			
- Investments of life insurance business	11	848.48	747.04
- Other investments	12	257.95	207.25
(ii) Trade receivables	13	1,245.03	1,093.57
(iii) Cash and cash equivalents	14	340.94	308.60
(iv) Bank balances other than (iii) above	15	8.95	8.86
(v) Loans and deposits	16	18.21	25.17
(vi) Other financial assets	17	367.84	372.76
c) Other current assets	18	307.76	321.11
		5,460.47	**5,089.21**
Total Assets		**22,440.95**	**19,822.22**
II) EQUITY AND LIABILITIES			
1) Equity			
a) Equity share capital	19	85.00	85.00
b) Other equity	20	6,021.86	5,344.18
Equity attributable to owners of the Company		**6,106.86**	**5,429.18**
2) Non-Controlling Interest	21	33.00	18.09
Total Equity		**6,139.86**	**5,447.27**
3) Liabilities			
i) Non-Current Liabilities			
a) Financial liabilities			
(i) Borrowings	22	9.75	8.90
(ii) Trade payables	23		
Total outstanding dues of micro and small enterprises		-	-
Total outstanding dues of creditors other than micro and small enterprises		5.23	4.73
(iii) Other financial liabilities	24	2.73	2.62
b) Provisions	25	54.98	56.96
c) Insurance contract liabilities	26	11,323.02	9,799.08
d) Investment contract liabilities	27	1,073.69	1,099.57
e) Deferred tax liabilities (net)	28	182.39	147.88
f) Other non-current financial liabilities			
(i) Fund for discontinued polices (linked and non-linked)		132.67	128.91
(ii) Fund for future appropriation (linked and non-linked)		141.50	71.51
		12,925.96	**11,320.74**
ii) Current Liabilities			
a) Financial liabilities			
(i) Borrowings	29	75.11	50.33
(ii) Trade payables	30		
Total outstanding dues of micro and small enterprises		32.10	10.67
Total outstanding dues of creditors other than micro and small enterprises		1,544.76	1,508.72
(iii) Other financial liabilities	31	469.87	442.94
b) Other current liabilities	32	232.31	220.95
c) Provisions	33	276.76	241.47
d) Insurance contract liabilities	34	741.16	576.91
e) Current tax liabilities (net)		3.06	2.22
		3,375.13	**3,054.21**
Total Equity and Liabilities		**22,440.95**	**19,822.22**
Significant accounting policies	1	-	-

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date.

For B S R & Co. LLP
Chartered Accountants
Firm Registration Number: 101248W/W-100022

Sd/-
Jayanta Mukhopadhyay
Partner
Membership No. 055757

For and on behalf of Board of Directors of **Exide Industries Limited**
CIN No.: L31402WB1947PLC014919

Sd/-
J. Kumar
Company Secretary & EVP-Legal & Admin
ACS: 11159

Sd/-
A. K. Mukherjee
Director- Finance & CFO
DIN: 00131626

Sd/-
Gautam Chatterjee
Managing Director & CEO
DIN: 00012306

Consolidated Statement of Profit and Loss

for the year ended 31st March 2019

(Rs. in Crores)

		Note	2018-19	2017-18
I)	**INCOME:**			
	Revenue from operations	35	14,720.88	13,082.78
	Other Income	36	39.88	67.65
	Total Income (I)		**14,760.76**	**13,150.43**
II)	**EXPENSES:**			
	Cost of materials consumed	37	7,076.22	6,086.94
	Purchase of stock -in- trade		52.99	181.93
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	38	(56.70)	(172.29)
	Excise duty		-	274.70
	Employee benefits expenses	39	1,034.25	962.09
	Change in valuation of liability of life insurance policies in force	40	1,734.56	1,350.08
	Other expenses	43	3,328.10	3,004.42
	Total expenses (II)		**13,169.42**	**11,687.87**
III)	**EARNINGS BEFORE INTEREST, TAX, DEPRECIATION AND AMORTISATION EXPENSES (I-II)**		**1,591.34**	**1,462.56**
	Finance costs	41	107.08	105.65
	Depreciation and amortisation expenses	42	343.54	267.21
IV)	**INTEREST, DEPRECIATION AND AMORTISATION EXPENSES**		**450.62**	**372.86**
V)	**PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX (III-IV)**		**1,140.72**	**1,089.70**
VI)	**EXCEPTIONAL ITEMS**	63	108.29	(41.83)
VII)	**PROFIT BEFORE TAX (V+VI)**		**1,249.01**	**1,047.87**
VIII)	**TAX EXPENSES:**			
	Current tax [net of reversal of excess provision for earlier years Rs 4.29 crs (PY: Rs 9.74 crs)]	28	368.49	368.77
	Deferred tax	28	33.17	(15.00)
			401.66	**353.77**
IX)	**PROFIT FOR THE YEAR (VII-VIII)**		**847.35**	**694.10**
X)	**OTHER COMPREHENSIVE INCOME (OCI)**			
	(i) Other comprehensive income not to be reclassified subsequently to profit or loss:			
	a) Re-measurement gain / (loss) on defined benefit plans	46	3.37	1.28
	Income tax effect		(1.04)	(0.53)
	b) Net gain / (loss) on investment in equity shares / units accounted at fair value		37.95	36.64
	Income tax effect		1.47	0.08
	(ii) Other comprehensive income to be reclassified subsequently to profit or loss:			
	a) Net gain / (loss) on investment in debt securities accounted at fair value		38.77	(86.51)
	b) Change in foreign currency translation reserve		(2.45)	2.66
	Income tax effect		-	-
	Other comprehensive income for the year		**78.07**	**(46.38)**
XI)	**TOTAL COMPREHENSIVE INCOME FOR THE YEAR (IX+X)**		**925.42**	**647.72**
	Profit for the year attributable to:			
	Owners of the company		845.55	690.96
	Non-controlling interests		1.80	3.14
	Other comprehensive income attributable to:			
	Owners of the company		78.07	(46.38)
	Non-controlling interests		-	-
	Total comprehensive income attributable to:			
	Owners of the company		923.62	644.58
	Non-controlling interests		1.80	3.14
	Earnings per share - Basic and Diluted [Nominal value Re 1 per share (PY Re 1 per share)]	44	9.95	8.13
	Significant accounting policies	1		

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date.

For B S R & Co. LLP
Chartered Accountants
Firm Registration Number: 101248W/W-100022

Sd/-
Jayanta Mukhopadhyay
Partner
Membership No. 055757

Mumbai, 30 April, 2019

For and on behalf of Board of Directors of **Exide Industries Limited**
CIN No.: L31402WB1947PLC014919

Sd/-
J. Kumar
Company Secretary & EVP-Legal & Admin
ACS: 11159
Mumbai, 30 April, 2019

Sd/-
A. K. Mukherjee
Director- Finance & CFO
DIN: 00131626

Sd/-
Gautam Chatterjee
Managing Director & CEO
DIN: 00012306

Consolidated Cash Flow Statement

for the year ended 31st March 2019

(Rs. in Crores)

	2018-19		2017-18	
(A) CASH FLOW FROM OPERATING ACTIVITIES:				
Net Profit before tax		1,249.01		1,047.87
Adjustment for :				
Depreciation and amortisation	343.54		267.21	
Net profit on sale of investment	(85.88)		(288.42)	
Loss on fixed assets sold / discarded (net)	0.29		4.86	
Exceptional Items	(108.29)		-	
Income from investment including dividend	(876.31)		(728.64)	
Gain / (loss) on fair valuation of financial assets	(84.21)		67.56	
Gain on fair valuation of investments in mutual fund units	(0.48)		(0.50)	
Finance cost	12.19		8.60	
Change in valuation of liability against life policies	1,734.56		1,350.08	
		935.41		680.75
Operating profit before working capital changes		2,184.42		1,728.62
(Increase) in Trade Receivables (net of provision)	(150.18)		(354.65)	
(Increase) in Inventories	(60.46)		(302.84)	
(Increase) in Loans, other Financial Assets and other Assets	(29.19)		(251.92)	
Increase in other Financial Liabilities, other Liabilities and Provisions	130.10	(109.73)	461.71	(447.70)
Cash generated from operations		2,074.69		1,280.92
Direct taxes paid (net of refunds and interest thereon)		(387.92)		(366.57)
Net cash generated from operating activities		1,686.77		914.35
(B) CASH FLOW FROM INVESTING ACTIVITIES:				
Purchase and construction of property, plant and equipment (including intangible assets)	(811.21)		(807.68)	
Proceeds from sale of property, plant and equipment	125.44		1.19	
Net proceeds from sale/ (purchase) of investments(net)	(1,589.83)		(434.88)	
Investment income (including dividends and interest)	838.18		704.81	
Net Cash used in investing activities		(1,437.42)		(536.56)

Consolidated Cash Flow Statement

for the year ended 31st March 2019

(Rs. in Crores)

	2018-19		2017-18	
(C) CASH FLOW FROM FINANCING ACTIVITIES :				
Proceeds from borrowings	127.65		90.44	
Repayment of borrowings	(99.29)		(217.37)	
Transaction with non-controlling interest	13.77		-	
Dividends Paid to non-controlling interest	(0.66)		(0.81)	
Dividends Paid (including tax)	(245.94)		(248.54)	
Interest Paid	(12.19)		(9.82)	
Net Cash used in financing activities		(216.66)		(386.10)
Net Increase / (decrease) in cash and cash equivalents (A+B+C)		32.69		(8.31)
Cash and cash equivalents - opening balance		308.60		314.98
Cash and cash equivalents - closing balance		341.29		306.67
Effect of exchange rate changes		(0.35)		1.93
Cash and cash equivalents - Closing Balance (as disclosed in Note 14)		340.94		308.60

The aforesaid cash flow statement has been prepared under the indirect method as set out in Ind AS 7- Statement of Cash Flow

Refer note 59 for reconciliation of liabilities from financing activities.

The accompanying notes are an integral part of the consolidated financial statements .

As per our report of even date.

For B S R & Co. LLP
Chartered Accountants
Firm Registration Number: 101248W/W-100022

For and on behalf of Board of Directors of **Exide Industries Limited**
CIN No.: L31402WB1947PLC014919

Sd/-
Jayanta Mukhopadhyay
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Director- Finance & CFO
DIN: 00131626

Sd/-
Gautam Chatterjee
Managing Director & CEO
DIN: 00012306

Mumbai, 30 April, 2019

Mumbai, 30 April, 2019

Consolidated Statement of Changes in Equity

for the year ended 31st March 2019

A) EQUITY SHARE CAPITAL

(Rs. in Crores)

	Number	Amount
Equity Shares of INR 1 each issued, subscribed and fully paid		
Balance at April 1,2017	85,00,00,000	85.00
Changes in equity share capital during the year	-	-
Balance at March 31,2018	**85,00,00,000**	**85.00**
Changes in equity share capital during the year	-	-
Balance at March 31,2019	**85,00,00,000**	**85.00**

B) OTHER EQUITY

(Rs. in Crores)

Particulars	Attributable to the owners of the company								Non-controlling interest	Total Equity
	Reserves and Surplus					OCI		Total Attributable to the owners of the Company		
	Capital reserve	Securities Premium	Capital Redemption Reserve	Retained earnings	Foreign currency translation reserve	Investments in equity shares / units at fair value	Debt instruments			
Balance at March 31, 2017	**2.89**	**737.88**	**0.80**	**4,072.62**	**(2.92)**	**72.94**	**62.92**	**4,947.13**	**15.76**	**4,962.89**
Profit for the year 2017-18	-	-	-	690.96	-	-	-	690.96	3.14	694.10
Other comprehensive income (net of tax) for the year 2017-18	-	-	-	0.75	2.66	36.72	(86.51)	(46.38)	-	(46.38)
	2.89	**737.88**	**0.80**	**4,764.33**	**(0.26)**	**109.66**	**(23.59)**	**5,591.71**	**18.90**	**5,610.61**
Adjustments										
Final Dividend for the year 2016-17 (Rs 0.80 per share)	-	-	-	(68.00)	-	-	-	(68.00)	-	(68.00)
Tax on Final Dividend for the year 2017-18	-	-	-	(13.84)	-	-	-	(13.84)	-	(13.84)
Dividends paid to non-controlling interest	-	-	-	-	-	-	-	-	(0.81)	(0.81)
Payment of Interim dividend for the year 2017-18 (Rs 1.60 per share)	-	-	-	(136.00)	-	-	-	(136.00)	-	(136.00)
Tax on interim dividend for the year 2017-18	-	-	-	(29.69)	-	-	-	(29.69)	-	(29.69)
Balance at March 31, 2018	**2.89**	**737.88**	**0.80**	**4,516.80**	**(0.26)**	**109.66**	**(23.59)**	**5,344.18**	**18.09**	**5,362.27**
Profit for the year 2018-19	-	-	-	845.55	-	-	-	845.55	1.80	847.35
Transactions with non-controlling interest	-	-	-	-	-	-	-	-	13.77	13.77
Other comprehensive income (net of tax) for the year 2018-19	-	-	-	2.33	(2.45)	39.42	38.77	78.07	-	91.84
	2.89	**737.88**	**0.80**	**5,364.68**	**(2.71)**	**149.08**	**15.18**	**6,267.80**	**33.66**	**6,301.46**

Consolidated Statement of Changes in Equity

for the year ended 31st March 2019

B) OTHER EQUITY (CONTD.)

(Rs. in Crores)

Particulars	Attributable to the owners of the company								Non-controlling interest	Total Equity
	Reserves and Surplus					OCI		Total Attributable to the owners of the Company		
	Capital reserve	Securities Premium	Capital Redemption Reserve	Retained earnings	Foreign currency translation reserve	Investments in equity shares / units at fair value	Debt instruments			
Adjustments										
Final Dividend for the year 2017-18 (Rs 0.80 per share)	-	-	-	(68.00)	-	-	-	(68.00)	-	(68.00)
Tax on Final Dividend for the year 2017-18	-	-	-	(13.98)	-	-	-	(13.98)	-	(13.98)
Dividends paid to non-controlling interest	-	-	-	-	-	-	-	-	(0.66)	(0.66)
Payment of Interim dividend for the year 2018-19 (Rs 1.60 per share)	-	-	-	(136.00)	-	-	-	(136.00)	-	(136.00)
Tax on interim dividend for the year 2018-19	-	-	-	(27.96)	-	-	-	(27.96)	-	(27.96)
Balance at March 31, 2019	**2.89**	**737.88**	**0.80**	**5,118.74**	**(2.71)**	**149.08**	**15.18**	**6,021.86**	**33.00**	**6,054.86**

Description of the components of the other equity

Capital reserve

Capital reserve created on consolidation.

Securities premium

Premium received on equity shares issued are recognised in the securities premium.

Capital redemption reserve

Espex has created the reserve on account of buy back of its shares from minority shareholders.

Retained earnings

Retained earnings are profits that the Company has earned till date, less dividends or other distributions paid to the shareholders. It also includes remeasurement gain/loss of defined benefit plans.

Foreign currency translation reserve (FCTR)

Exchange differences on translating the financial statements of foreign operations.

Other comprehensive income (OCI)

Changes in fair value of equity and debt instruments designated at FVOCI are recorded in other comprehensive income.

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date.

For B S R & Co. LLP
Chartered Accountants
Firm Registration Number: 101248W/W-100022

Sd/-
Jayanta Mukhopadhyay
Partner
Membership No. 055757

Mumbai, 30 April, 2019

For and on behalf of Board of Directors of **Exide Industries Limited**
CIN No.: L31402WB1947PLC014919

Sd/-
J. Kumar
Company Secretary & EVP-Legal & Admin
ACS: 11159

Sd/-
A. K. Mukherjee
Director- Finance & CFO
DIN: 00131626

Sd/-
Gautam Chatterjee
Managing Director & CEO
DIN: 00012306

Mumbai, 30 April, 2019

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

CORPORATE INFORMATION

The Consolidated financial statements comprise financial statements of Exide Industries Limited (the company) and its subsidiaries (collectively, the Group) as at and for the year ended 31 March 2019. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act, 2013. Its shares are listed on three recognised stock exchanges in India. The registered office of the company is located at Exide House, 59E Chowringhee Road, Kolkata, 700020. The Company is primarily engaged in the manufacturing of Storage Batteries and allied products in India. One of the Company's subsidiaries namely, Exide Life Insurance Company Limited (ELI) (Formerly known as ING Vysya Life Insurance Company Limited), is engaged in the business of life insurance and annuity. ELI offers a range of life insurance products to the customers through various distribution channels including individual agents, corporate agents, banks, etc.

BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The consolidated financial statements were authorised for issue by the Group's Board of Directors on 30 April 2019.

These consolidated financial statements are presented in Indian Rupees (INR), which is also the Group's functional currency. All amounts have been rounded-off to the nearest crore, unless otherwise indicated.

The consolidated financial statements have been prepared on the historical cost basis except for:

> Certain financial assets and liabilities, which are measured at fair value.

> Net defined employee benefit asset / (liability), which are measured at Fair Value of plan assets less present value of defined benefit obligations.

> Certain life insurance contract liabilities and investments contract liabilities.

Standalone financial statements of Exide Life Insurance Company Limited (ELI) are prepared and presented in accordance with the accounting principles generally accepted in India in compliance with Accounting Standards (AS) as prescribed in the Companies (Accounting Standard) Rules, 2006, as amended and to the extent applicable, and in accordance with the provisions of the Insurance Regulatory and Development Authority of India (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulation, 2002, provisions of the Insurance Act, 1938, Insurance Regulatory and Development Authority Act 1999, various circulars issued by IRDAI and the practices prevailing within the Insurance Industry in India. However, such financial statements of ELI have been suitably modified to materially conform to the measurement and recognition principles of Indian Accounting Standards ("Ind-AS"), to the extent applicable, for the purpose of consolidation.

1 SIGNIFICANT ACCOUNTING POLICIES

a. Property, Plant and Equipment

Property, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for it intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Gain or loss arising on disposal of an asset is treated as income or expense.

Refer Note 2 to the Consolidated Financial Statements.

b. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognised in the statement of profit and loss. Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Particular	Useful economic life
Land under finance lease	Lease period
Buildings	28.5 / 58.5 years
Plant and machinery (including electrical installation)	10 / 15 years
Moulds	8.5 years
Furniture and fittings	5 / 10 years
Office equipment	5 years
Vehicles	4 / 6 years
Computers	3 to 6 years

Based on technical assessment done by experts and management's estimate,

(i) the useful life of factory buildings, other buildings, moulds, furniture and fittings, vehicles and computers are different than those indicated in Schedule II to the Companies Act, 2013,

(ii) residual value of plant and machinery including electrical installation, moulds and computers has been considered to be 2% of the cost as against 5% specified in Schedule II of the Companies Act, 2013. For buildings, office equipment, furniture and fittings and vehicles, residual value has been estimated at 5% of the cost.

The management believes that these estimated useful lives and residual values are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Refer Note 42 to the Consolidated Financial Statements.

c. Intangible assets and Amortisation

Acquired intangible assets are initially measured at cost and subsequently at cost less accumulated amortisation and accumulated impairment loss, if any.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditures are recognised in profit or loss as incurred.

Intangible assets are amortised over their respective useful economic lives and assessed for impairment whenever there is an impairment indicator, except goodwill which is tested for impairment annually whether or not impairment conditions exist. The amortisation expense and the gain or loss on disposal, is recognised in the statement of profit and loss. Intangible assets with infinite useful lives are tested for impairment annually.

The amortisation policies applied to the Group's intangible assets are as follows:

Intangible assets	Useful lives	Amortisation method used
Computer Software / Trademark	Finite (5 years) / Period of license	Amortised on a straight-line basis over the life

Research costs are expensed as incurred.
Refer Note 3 and 42 to the Financial Statements.

d. Goodwill

Goodwill is stated at cost less impairment losses, where applicable. Impairment loss, if any, to the extent the carrying amount exceed the recoverable amount

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

is charged off to the Statement of Profit and Loss as it arises and is not reversed. For impairment testing, goodwill is allocated to Cash Generating Unit (CGU) or group of CGUs to which it relates, which is not larger than an operating segment, and is monitored for internal management purposes.

e. Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

Refer Notes 41 to the Consolidated Financial Statements.

f. Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

(i) **Raw materials, Components, Stores and Spares:** These are valued at weighted average cost. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

(ii) **Finished goods and work-in-progress:** These are valued at lower of cost and net realisable value. Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity.

(iii) **Stock-in-trade:** These are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs to completion and the estimated costs necessary to sell them.

Refer Note 10 to the Consolidated Financial Statements.

g. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise of cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

Refer Note 14 to the Consolidated Financial Statements.

h. Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

Refer Notes 25 and 33 to the Consolidated Financial Statements.

i. Employee benefits

(i) Short term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

(ii) Post-retirement benefits

Post-retirement benefits to employees can either be through defined contribution plans or defined benefit plans.

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards Government administered provident fund and pension schemes.

The Group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

The Group operates the following defined benefit plans:

(a) Defined benefit gratuity plan, which requires contributions to be made to a separately administered fund and

(b) Post-retirement medical benefit plan which is unfunded.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method.

Re-measurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Pension liability is split into a defined benefit portion and a defined contribution portion. The part of the liability towards pension plan upto 31st March 2003 for employees as on that date is in the nature of defined benefit plan. From 1st April 2003, the pension remains as a defined contribution liability. The Defined benefit portion is provided for on the basis of an actuarial valuation done at the end of each financial year. The contributions towards defined contribution are charged to Statement of Profit and Loss of the year when the employee renders the service.

The current and non-current bifurcation is done as per Actuarial report.

(iii) Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual Independent actuarial valuation using the projected unit credit method. Re-measurements gains or losses are recognised in profit or loss in the period in which they arise.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

Refer Notes 25, 33, 39 and 46 to the Consolidated Financial Statements.

j. Foreign Currency

Transactions in foreign currencies are translated into the functional currency of the Group at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in profit or loss.

Refer Notes 36 to the Consolidated Financial Statements.

k. Revenue Recognition

Effective 1 April 2018, the Group has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Group has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. 1 April 2018) in retained earnings, if any. The comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18. Refer note 1(k) of the Consolidated Financial Statements – Significant accounting policies – Revenue recognition in the Annual report of the Group for the year ended 31 March 2018, for the revenue recognition policy as per Ind AS 18. The impact of the adoption of the standard on the financial statements of the Group is insignificant.

Sale of products and rendering of services

At contract inception, Group assess the goods or services promised in a contract with a customer and identifies as a performance obligation each promise to transfer to the customer. Revenue is recognised upon transfer of control of promised products or services to customers in an amount of the transaction price that is allocated to that performance obligation and that reflects the consideration which the Group expects to receive in exchange for those products or services.

The Group considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which the group expects to be entitled in exchange for transferring promised goods or services to a customer net of returns, excluding amounts collected on behalf of third parties (for example, taxes) and excluding discounts and incentives, as specified in the contract with customer.

With respect to sale of products and rendering of certain services revenue is recognised at a point in time when the performance obligation is satisfied and the customer obtains the control of goods or services. There is no significant financing components involved on contract with customers. Invoices are usually payable within the credit period as agreed with respective customers.

Revenue from certain services are generated over a period of time, during which services are rendered based on contractual milestones. Revenue recognition takes place when a milestone is completed.

The Group recognises revenue only when it is probable that it will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer.

Customer Loyalty programme

The Group has a customer loyalty programme for selected customers. The Group grants credit points to those customers as part of a sales transaction which allows them to accumulate and redeem those credit points.

The Group allocates a portion of the consideration received to loyalty points. This allocation is based on the relative stand-alone selling prices. The amount allocated to the loyalty programme is deferred, and is recognised as revenue when loyalty points are redeemed or the likelihood of the customer redeeming the loyalty points becomes remote.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

The deferred revenue is included in contract liability.

Warranty

The Group provides only assurance types warranty in conjunction with sale of product and hence same is not considered as separate performance obligation.

Refer Note 31, 32, 33, 35 and 43 to the Consolidated Financial Statements.

l. Income Taxes

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax is recognised on temporary differences between the tax bases and accounting bases of assets and liabilities at the tax rates and laws that have been enacted or substantively enacted at the Balance Sheet date.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax Liabilities and assets, and they relate to income taxes levied by the same tax authority on the same. Taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a Net basis or their tax assets and liabilities will be realised simultaneously.

For items recognised in OCI or equity, deferred / current tax is also recognised in OCI or equity.

Refer Note 28 to the Consolidated Financial Statements.

m. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Group is classified as a finance lease. All other leases are operating lease.

Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Payments made under operating leases are generally recognised in profit or loss on a straight-line basis over the term of the lease unless such payments are

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Refer Notes 43 and 62 to the Consolidated Financial Statements.

n. Earnings per share

Earnings per share is calculated by dividing the net profit or loss before OCI for the year by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss before OCI for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Refer Note 44 to the Consolidated Financial Statements.

o. Segment reporting

The Group's operating business are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which customers of the Group are located.

Refer Note 51 to the Consolidated Financial Statements.

p. Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

Refer Note 47 to the Consolidated Financial Statements.

q. Financial instruments

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

Classification and subsequent measurement

On initial recognition, a financial asset is classified as measured at amortised cost; Fair value through other comprehensive income (FVOCI) – equity investment; or FVTPL. Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both the conditions and is not designated as at FVTPL:

(i) The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

(ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

The subsequent measurement of gains and losses of various categories of financial instruments are as follows:

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

(i) Financial assets at amortised cost: these assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

(ii) Equity investments at FVOCI: these assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

(iii) Financial assets at FVTPL: these assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and Losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Derecognition

Financial assets: The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities: The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Impairment

The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

Refer Note 52 and 53 to the Financial Statements.

r. Impairment of non-financial assets

The Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are combined together into cash-generating units (CGUs). Each CGU represents the smallest Group of assets that generates cash

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or Group of CGUs) on a pro rata basis.

In respect of other assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

s. Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to revenue, it is recognised in the statement of profit and loss on a systematic basis over the periods to which they relate. When the grant relates to an asset, it is treated as deferred income and recognised in the statement of profit and loss on a systematic basis over the useful life of the asset.

Refer Note 35 to the Consolidated Financial Statements.

t. Recognition of dividend income, interest income or expense

Dividend income is recognised in profit or loss on the date on which the Group's right to receive payment is established.

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or

- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

Refer Notes 36 to the Consolidated Financial Statements.

u. Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is treated as current when it is:

> Expected to be realised or intended to be sold or consumed in normal operating cycle

> Held primarily for the purpose of trading

> Expected to be realised within twelve months after the reporting period, or

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

> Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

> All other assets are classified as non-current.

A liability is current when:

> It is expected to be settled in normal operating cycle

> It is held primarily for the purpose of trading

> It is due to be settled within twelve months after the reporting period, or

> There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

> The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

v. Earnings before interest, tax, depreciation and amortisation (EBITDA)

The Group presents EBITDA in the statement of profit or loss; this is not specifically required by Ind AS 1. The term EBITDA are not defined in Ind AS. Ind AS compliant schedule III allows companies to present Line items, sub-line items and sub-totals shall be presented as an addition or substitution on the face of the financial statement when such presentation is relevant to an understanding of the Group's financial position or performance or to cater to industry/sector-specific disclosure requirements or when required for compliance with the amendments to the Companies Act or under the Indian Accounting Standard.

Measurement of EBITDA

Accordingly, the Group has elected to present earnings before interest, tax, depreciation and amortisation (EBITDA) as a separate line item on the face of statement of profit or loss. The Group measures EBITDA on the basis of profit / (loss) from continuing operations. In its measurement, the Group does not include depreciation and amortisation expense, finance cost and tax expenses.

1.1 SIGNIFICANT ACCOUNTING POLICIES RELATED TO LIFE INSURANCE BUSINESS

a. Product classification

Insurance and investment contracts are classified as being either with or without discretionary participation feature (DPF). DPF is a contractual right to receive, as a supplement to guaranteed benefits, additional benefits that meet the following conditions:

> Likely to be a significant portion of the total contractual benefits

> The amount or timing of which is contractually at the discretion of the issuer

That are contractually based on:

> The performance of a specified pool of contracts or a specified type of contract

> Realized and/or unrealized investment returns on a specified pool of assets held by the issuer

> The profit or loss of the Group, fund or other entity that issues the contract

b. Life insurance contract liabilities

Life insurance liabilities are recognized when contracts are entered into and premiums are charged. These liabilities are measured using the gross premium method. The liability is determined as the sum of the discounted value of the expected future benefits, claims handling and policy administration expenses, policyholder options and guarantees and investment income from assets backing such liabilities, which are directly related to the contract, less the discounted value of the expected premiums that would be required to meet the future cash outflows based on the actuarial valuation assumptions used.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

c. Investment contract liabilities

Investment contracts are classified between contracts with and without DPF. The accounting policies for investment contract liabilities with DPF are the same as those for life insurance contract liabilities. Investment contract liabilities without DPF are recognized when contracts are entered into and premiums are charged. These liabilities are initially recognized at fair value, this being the transaction price excluding any transaction costs directly attributable to the issue of the contract. Subsequent to initial recognition, the investment contract liabilities are measured at fair value through profit or loss.

Deposits and withdrawals are recorded directly as an adjustment to the liability in the Balance sheet and are not recognized as gross premium in the Statement of profit and loss.

Fair values are determined at each reporting date and fair value adjustments are recognized in the Statement of profit and loss in "Gross change in contract liabilities".

Non-unitized contracts are subsequently also carried at fair value. The liability is derecognized when the contract expires, discharged or cancelled. For a contract that can be cancelled by the policyholder, the fair value of the contract cannot be less than the surrender value.

When contracts contain both a financial risk component and a significant insurance risk component and the cash flows from the two components are distinct and can be measured reliably, the underlying amounts are unbundled. Any premiums relating to the insurance risk component are accounted for on the same basis as insurance contracts and the remaining element is accounted for as a deposit through the Balance sheet as described above.

d. Reinsurance assets

Reinsurance assets represent balances due from reinsurance companies. Amounts recoverable from reinsurers are estimated in a manner consistent with the outstanding claims provision or settled claims associated with the reinsurer's policies and are in accordance with the related reinsurance contract.

Reinsurance assets are reviewed for impairment at each reporting date, or more frequently, when an indication of impairment arises during the reporting period.

e. Liability adequacy test

The Group performs adequacy testing on its insurance liabilities to ensure that the carrying amounts (net of related deferred acquisition costs) and, where relevant, present value of acquired in-force business is sufficient to cover current estimates of future cash flows. Any deficiency is immediately charged to the Statement of profit and loss.

f. Revenue recognition

Revenue includes revenue from insurance contracts that are covered in the scope of Ind AS 104, 'Insurance Contracts'. Any amount (excluding the fee) received with respect to contracts classified as investment contracts form part of investment contract liability in the Balance sheet. Therefore, all amounts received or receivable from insurance and investment contracts do not fall within the purview of Ind AS 115, 'Revenue from contracts with customers'. Further, the fee charged to the investment contract policyholders for policy administration, investment management, surrenders etc. is covered under the scope of Ind AS 115 and is recognised as revenue over time, as and when the performance obligations are satisfied. In all the cases, this revenue is recognised in the same period in which the fee is charged to the policyholders and therefore, no revenue is deferred. Consequently, the Group does not have any contract asset or contract liability with respect to unsatisfied performance obligations as at the Balance sheet date.

i. Premium Income

Premium for non-linked policies is recognized as income when due. Premium on lapsed policies is recognized as income when such policies are reinstated.

Products having regular premium paying plans with limited premium payment term and/or pre-determined policy term are treated as regular business with due classification of premium into first year and renewal. Premium income on

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

products other than aforesaid is classified as single premium.

Top up premiums paid by unit linked Policyholders' are considered as single premium and recognized as income when the associated units are created.

Premium income pertaining to investment contracts are accounted as investment liabilities.

ii. **Investment contract fee**

Investment contract policyholders are charged fees for policy administration, investment management, surrenders or other contract services. The fees may be for fixed amounts or vary with the amounts being managed, and will generally be charged as an adjustment to the policyholder's balance. Fees related to investment management services are recognised as revenue over time, as performance obligations are satisfied. In most cases this revenue is recognised in the same period in which the fees are charged to the policyholder.

Fees that are related to services to be provided in future periods are deferred and recognised when the performance obligation is fulfilled. Variable consideration, such as performance fees and commission subject to claw back arrangements, is not recognised as revenue until it is reasonably certain that no significant reversal of amounts recognised would occur. Initiation and other 'front-end' fees (fees that are assessed against the policyholder balance as consideration for origination of the contract) are charged on some non-participating investment and investment fund management contracts.

Where the investment contract is recorded at amortised cost, these fees are deferred and recognised over the expected term of the policy by an adjustment to the effective yield. Where the investment contract is measured at fair value, the front-end fees that relate to the provision of investment management services are deferred and recognised as the services are provided.

iii. **Income from investments**

Interest/dividend income on investments is recognized on accrual basis. Amortization of discount/ premium relating to debt securities is recognized over the remaining maturity period on effective interest basis.

Dividend income is recognized when the right to receive dividend is established. Bonus entitlements are recognized as investments on the 'ex- bonus date'.

iv. **Reinsurance Premium**

Cost of reinsurance ceded is accounted at the time of recognition of premium income in accordance with the treaty or in principle arrangement/ agreement with the reinsurers.

v. **Income from linked policies**

For linked business, premium income is recognized as income when the associated units are created. Income from unit linked funds which include policy administration charges, mortality charges, etc. and are recovered in accordance with terms and conditions of policy and is recognized when due. Fund management charges are adjusted in the unit price computed on each business date.

vi. **Interest on policy loans**

Interest on loans against policies is recognized on effective interest basis.

vii. **Amortization of premium /discount on securities Income/Cost**

Premium or discount on acquisition, as the case may be, in respect of debt securities /fixed income securities, pertaining to non-linked investments is amortized on effective interest rate basis over the expected life of the financial instrument.

viii. **Realized Gain/ (Loss) on Debt Securities for Linked Business**

Realized gain/(loss) on debt securities for linked business is the difference between the sale consideration net of expenses and the book cost, which is computed on weighted average basis, as on the date of sale.

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for the year ended 31st March 2019

ix. **Realized Gain/ (Loss) on Debt Securities for Non-Linked Business**
Realized gain/(loss) on debt securities for other than linked business is the difference between the sale consideration net of expenses and the amortized cost, which is computed on a weighted average basis, as on the date of sale.

x. **Realized Gain/ (Loss) on sale of Equity Shares/ Equity ETF/ Mutual Fund**
Realized gain/ (Loss) on sale of equity shares/ equity ETF/ mutual fund units is the difference between the sale consideration net of expenses and the book cost computed on weighted average basis as on the date of sale (mutual fund sale considerations would be based on the latest available NAV).

xi. **Unrealized Gain/ (Loss) for Linked Business**
Unrealized gains and losses for Linked Business are recognized in the Statement of profit and loss.

xii. **Fees and Charges**
Fees and charges including policy reinstatement fee (if any) are recognised as follows:

a) relating to Insurance contracts - on receipt basis

b) relating to Investment contracts - over time, as the services are provided.

Initial and other front-end fees received for rendering future investment management services relating to investment contracts without DPF, are deferred and recognised as revenue when the related services are rendered.

g. Benefits paid (including claims)

Benefits paid comprise policy benefit amount and bonus declared to policyholders. Death and surrender claims are accounted for on receipt of intimation based on the terms of policy. Maturity benefits, survival benefits and declared bonuses are accounted for on the respective due dates. Withdrawals and benefits under linked policies are accounted in the respective schemes when the associated units are cancelled.

Repudiated claims disputed before judicial authorities are provided for based on management prudence and considering the fact and evidences available in respect of such claims. Reinsurance recoveries on claims are accounted for, in the same period as the related claims.

Amounts paid under investment contracts other than those with a discretionary participating feature are recorded as reductions of the investment contract liabilities. Amounts received under investment contracts, are not recorded through Statement of profit and loss, except for fee income and investment income attributable to those contracts, but are accounted for directly through the Balance sheet as an adjustment to investment contract liabilities.

h. Actuarial liability valuation

The estimation of liability for life policies is determined by the Appointed Actuary in accordance with accepted actuarial practice, requirements of Insurance Act 1938, amended by the Insurance Laws (Amendment) Act, 2015, IRDAI regulations and the actuarial practice standards issued by The Institute of Actuaries of India.

i. Acquisition and maintenance costs

Acquisition and maintenance costs are costs that vary with and are primarily related to the acquisition of new and renewal insurance contracts. Such costs are expensed in the year in which they are incurred.

j. Liability for Life Policies

The valuation exercise is done to protect the interests of the existing policyholders. For policies with profit, the reasonable expectations of policyholders (PRE) are also considered. The reserves should be adequate to provide for all the policyholders benefits in various future scenarios. Adequate use of Margin for Adverse Deviation (MAD) is made to ensure that policyholders' benefits are protected even in some plausible adverse scenarios.

Actuarial liability for life policies in force and for policies in respect of which premium has been discontinued but a liability exists, is determined using the gross premium method and in case of group business (except for Credit Life Business and Reverse Mortgage Loan Enabled Annuity where gross premium method is used), the actuarial liabilities have been calculated

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

on the basis of Unearned Premium Reserve method. Linked liabilities comprise unit liability representing the fund value of policies and non-unit liability for meeting insurance claims, expenses etc. The main governing guidelines considered for valuation are Insurance Act 1938, IRDA Act 1999, IRDAI (Actuarial Report and Abstract) Regulations 2016, IRDAI (Assets, Liabilities and Solvency Margin of Life Insurance Business) Regulations 2016, Actuarial Practice Standards and Guidance notes issued by Institute of Actuaries of India, Circulars issued by IRDAI from time to time.

k. Loans against policies

Loans are stated at historical costs subject to provision for impairment. Interest on loans, if any, is recognized on an accrual basis.

l. Transfer of investments between Shareholders and Policyholders

In order to meet the deficit in the Policyholders' account the Group transfers cash or investments from Shareholders' fund to Policyholders' fund in compliance with IRDAI circulars.

m. Deferred acquisition costs (DAC)

Those direct and indirect costs incurred during the financial period arising from the acquiring or renewing of insurance contracts and/or investment contracts with DPF, are deferred to the extent that these costs are recoverable out of future premiums from insurance contract and over duration of investment contracts with DPF. All other acquisition costs are recognized as an expense when incurred.

Subsequent to initial recognition, this DAC asset for life insurance and investment contracts with DPF is amortized over the expected life of the contracts as a constant percentage of expected premiums. DAC for general insurance and health products are amortized over the period in which the related revenues are earned. The deferred acquisition costs for reinsurers are amortized in the same manner as the underlying asset amortization and is recorded in the Statement of profit and loss.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method and are treated as a change in an accounting estimate

An impairment review is performed at each reporting date or more frequently when an indication of impairment arises. When the recoverable amount is less than the carrying value, an impairment loss is recognized in the Statement of profit and loss. DACs are also considered in the liability adequacy test for each reporting period.

DACs are derecognized when the related contracts are either settled or disposed of.

n. Funds for future appropriation

Linked business

Amounts estimated by Appointed Actuary as Funds for Future Appropriation – Linked are required to be set aside in the Balance sheet and are not available for distribution to shareholders until the expiry of the revival period.

Participating business

At each balance sheet date, the management with the approval of the Board decides to distribute the surplus among policyholders, shareholders and funds for appropriation at a future date. Surplus arising in the participating business after allowing for current year cost of bonus to policyholder is held as funds for future appropriation, which includes the surplus not appropriated during the year either to the policyholders or to the shareholders.

o. Discretionary Participation Features (DPF)

A DPF gives holders of these contracts the right to receive, as a supplement to guaranteed benefits, significant additional benefits which are based on the performance of the assets held within the DPF portfolio. The amount or timing of the additional benefits is contractually at the discretion of the Group. Under the terms of the contracts, surpluses in the DPF funds to be distributed to policyholders and shareholders on a 90/10 basis. The Group has the discretion over the amount and timing of the distribution of these surpluses to policyholders. All DPF liabilities including unallocated surpluses at the end of the reporting period are held within insurance or investment contract liabilities, as appropriate.

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for the year ended 31st March 2019

1.2 STANDARDS ISSUED BUT NOT YET EFFECTIVE

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new standards/amendments to the existing standards, which the Group has not applied as they are effective from April 1, 2019:

i. Ind AS 116 - Leases

Ind AS 116 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases. It replaces existing leases guidance, Ind AS 17, Leases.

The Group has completed an initial assessment of the potential impact on its financial statements but has not yet completed its detailed assessment. The quantitative impact of adoption of Ind AS 116 on the financial statements in the period of initial application is not reasonably estimable as at present.

The Group will recognise new assets and liabilities for its operating leases of offices, factory and residential premises facilities (refer note 43 and 62). The nature of expenses related to those leases will now change because the Group will recognise a depreciation charge for right-of-use assets and interest expense on lease liabilities.

Previously, the Group recognised operating lease expense on a straight-line basis over the term of the lease, and recognised assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognised.

The Group is currently assessing the impact of adopting Ind AS 116 on the consolidated financial statements. Further with respect to the holding company, on preliminary assessment, for leases other than short-term leases and leases of low value assets, it is expected that the impact arising out of Ind AS 116 on the financial statements of the Company will not be significant.

Transition

The Group plans to apply Ind AS 116 initially on 1 April 2019, using the modified retrospective approach. Therefore, the cumulative effect of adopting Ind AS 116 will be recognised as an adjustment to the opening balance of retained earnings at 1 April 2019, with no restatement of comparative information.

The Group plans to apply the practical expedient to grandfather the definition of a lease on transition. This means that it will apply Ind AS 116 to all contracts entered into before 1 April 2019 and identified as leases in accordance with Ind AS 17.

ii. Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability.

The Group is currently assessing the impact of adopting Ind AS 12 on the consolidated financial statements. Further with respect to the holding company, the Group does not expect any significant impact of the amendment on its financial statements.

iii. Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Group does not expect this amendment to have any significant impact on its financial statements.

1.3 PRINCIPLES OF CONSOLIDATION

The consolidated financial statements which relate to Exide Industries Ltd. (EIL) and its subsidiary companies, have been prepared on the following basis –

i. The financial statements of the company and its subsidiaries are consolidated by combining like items of assets, liabilities, income and expenditure, after fully eliminating intra group balances, intra group transactions and any unrealised profit/ loss included therein. Deferred tax has been created on temporary differences that arise from the elimination of profits and losses resulting from intra group transactions as per Ind AS12: Income Taxes.

ii. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies. The financial statements of all entities used for the purpose of consolidation are drawn up to the same reporting date as that of the parent company, i.e., year ended on 31 March.

iii. The excess / shortfall of cost to the company of its investments in the subsidiary companies is recognized in the financial statements as goodwill / capital reserve, as the case may be.

iv. With respect to subsidiaries domiciled out of India, assets and liabilities of such entities, together with goodwill and fair value adjustments assumed on acquisition thereof, are translated to Indian Rupees at exchange rates prevailing at the reporting period end. Income and expense items are translated at the average exchange rates prevailing during the period; when exchange rates fluctuate significantly the rates prevailing on the transaction date are used instead.

Differences arising on such translation are accumulated in foreign currency translation reserve and attributed to non-controlling interests proportionately.

v. The subsidiary companies considered in the financial statements are as follows:

Name	Country of Incorporation	% of ownership interest as on March 31, 2019	% of ownership interest as on March 31, 2018
Chloride International Limited (CIL)	India	100	100
Chloride Power Systems & Solutions Ltd. (CPSSL)	India	100	100
Chloride Metals Ltd. (CML)	India	100	100
Exide Life Insurance Company Limited (ELI)	India	100	100
Exide Leclanche Energy Private Limited (ELEPL)	India	74.99	-
Chloride Batteries S.E. Asia Pte Ltd. (CBSEA) & its wholly owned subsidiary (Exide Batteries Pvt. Ltd.)	Singapore	100	100
Espex Batteries Limited (ESPEX)	UK	100	100
Associated Battery Manufacturers (Ceylon) Ltd. (ABML)	Srilanka	61.50	61.50

vi. Non-controlling interest

Non – controlling interest (NCI) are measured at their proportionate share of the acquiree's net identifiable assets as at the date of acquisition. Changes in Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

2 PROPERTY, PLANT AND EQUIPMENT

(Rs. in Crores)

	Freehold land	Land under Finance lease	Buildings	Plant & equipments (including electrical installation)	Moulds	Office Equipment	Furniture & fixtures	Vehicles	Computers	Total
Gross carrying amount										
Balance as at April 1, 2017	46.31	34.08	387.27	1,310.56	180.51	16.80	10.97	5.35	30.67	2,022.52
Additions for the year 2017-18	3.85	41.43	87.99	468.84	55.78	4.27	3.25	0.43	10.74	676.58
Disposals / deductions for the year 2017-18	0.02	-	1.77	4.94	1.17	0.12	0.04	0.02	0.77	8.85
Exchange differences for the year 2017-18	(0.05)	-	0.46	(0.35)	(0.02)	-	0.06	0.23	-	0.33
Balance as at March 31, 2018	**50.09**	**75.51**	**473.95**	**1,774.11**	**235.10**	**20.95**	**14.24**	**5.99**	**40.64**	**2,690.58**
Additions for the year 2018-19	20.57	59.39	88.35	477.38	67.05	5.07	2.17	0.52	18.11	738.61
Disposals / deductions for the year 2018-19	10.28	-	3.28	7.84	0.11	0.48	0.33	0.22	0.30	22.84
Exchange differences for the year 2018-19	(0.20)	-	(0.32)	(0.65)	(0.77)	-	(0.06)	(0.06)	-	(2.06)
Balance as at March 31, 2019	**60.18**	**134.90**	**558.70**	**2,243.00**	**301.27**	**25.54**	**16.02**	**6.23**	**58.45**	**3,404.29**
Accumulated Depreciation										
Balance as at April 1, 2017	-	1.48	29.29	284.72	37.92	5.49	3.90	2.16	9.92	374.88
Charge for the year for the year 2017-18	-	0.62	19.61	194.96	25.68	3.78	1.54	1.16	8.29	255.64
Disposals / deductions for the year 2017-18	-	-	0.30	3.40	0.87	0.11	0.01	0.01	0.71	5.41
Exchange differences for the year 2017-18	-	-	0.28	(0.07)	-	-	0.04	0.14	-	0.39
Balance as at March 31, 2018	**-**	**2.10**	**48.88**	**476.21**	**62.73**	**9.16**	**5.47**	**3.45**	**17.50**	**625.50**
Charge for the year for the year 2018-19	-	2.49	23.63	251.86	31.03	4.50	1.78	1.08	12.12	328.49
Disposals / deductions for the year 2018-19	-	-	0.59	3.77	0.08	0.45	0.31	-	0.20	5.40
Exchange differences for the year 2018-19	-	-	0.08	(0.49)	(0.03)	-	(0.02)	(0.22)	-	(0.68)
Balance as at March 31, 2019	**-**	**4.59**	**72.00**	**723.81**	**93.65**	**13.21**	**6.92**	**4.31**	**29.42**	**947.91**
Carrying Amount (net)										
Balance as at March 31, 2018	50.09	73.41	425.07	1,297.90	172.37	11.79	8.77	2.54	23.14	2,065.08
Balance as at March 31, 2019	**60.18**	**130.31**	**486.70**	**1,519.19**	**207.62**	**12.33**	**9.10**	**1.92**	**29.03**	**2,456.38**

a. Conveyance / Lease deeds for certain immovable properties valued at Rs 41.31 crs (PY : Rs 48.21 crs) are pending execution.

b. Buildings Includes Rs 0.10 crs (PY : Rs 0.10 crs) being the cost of shares in respective Co-operative Housing Societies.

c. Buildings inludes leasehold improvements Rs 12.42 crs (PY : Rs 9.42 crs). Leasehold improvements includes expenses towards operating lease amounting to INR 1.09 crs

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

d. As at March 31, 2019 properties with a carrying amount of Rs 18.93 crs (PY : Rs 17.02 crs) are subject to charge to secured borrowings from banks refer note 22 and 29.

e. Movement of Capital Work-in-Progress

	Opening Balance	Addition During the year	Capitalised / Adjustments	Effect of Foreign Exchange	Closing Balance
2018-19	236.99	745.85	717.71	(0.14)	264.99
2017-18	146.37	753.13	662.49	(0.02)	236.99

3 OTHER INTANGIBLE ASSETS

(Rs. in Crores)

	Trade Mark	Computer Software	Total
Gross carrying amount			
Balance as at April 1, 2017	3.12	43.58	46.70
Additions for the year 2017-18	-	16.13	16.13
Exchange differences for the year 2017-18	-	0.17	0.17
Balance as at March 31, 2018	**3.12**	**59.88**	**63.00**
Additions for the year 2018-19	-	22.53	22.53
Exchange differences for the year 2018-19	-	0.04	0.04
Balance as at March 31, 2019	**3.12**	**82.45**	**85.57**
Accumulated amortisation			
Balance as at April 1, 2017	1.68	15.76	17.44
Amortisation for the year 2017-18	0.69	10.88	11.57
Balance as at March 31, 2018	**2.37**	**26.64**	**29.01**
Amortisation for the year 2018-19	0.53	14.52	15.05
Exchange differences for the year 2018-19	-	(0.01)	(0.01)
Balance as at March 31, 2019	**2.90**	**41.15**	**44.05**
Carrying amount (net)			
Balance as at March 31, 2018	0.75	33.24	33.99
Balance as at March 31, 2019	0.22	41.30	41.52

4 GOODWILL

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Goodwill	585.79	585.79
Accumulated impairment	(3.89)	(3.89)
	581.90	**581.90**

Notes to Consolidated Financial Statements

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5 NON-CURRENT INVESTMENTS OF LIFE INSURANCE BUSINESS

(Rs. in Crores)

		March 31, 2019	March 31, 2018
a.	**Investments held at Amortised Cost**		
	Policyholders' Investments		
	Quoted Investments		
	Government securities and government guaranteed bonds including treasury bills	5,508.57	4,544.56
	Debentures/ bonds	400.86	399.54
	Investments in infrastructure and social sector bonds	1,545.66	1,351.48
	Unquoted Investments		
	Other securities (Policy Loan)	371.18	284.39
		7,826.27	6,579.97
	Less : Impairment loss	(3.75)	-
		7,822.52	**6,579.97**
b.	**Investments held at FVTOCI**		
	Policyholders' Investments (Quoted)		
	Government securities and government guaranteed bonds including treasury bills	1,689.12	1,277.72
	Debentures/ bonds	139.95	163.69
	Investments in infrastructure and social sector bonds	322.93	270.95
	Equity instruments	409.96	521.71
	Policyholders' Investments (Un-Quoted)		
	Equity instruments	22.01	18.50
	Shareholders' investments (Quoted)		
	Government securities and government guaranteed bonds including treasury bills	759.12	613.70
	Debentures/ bonds	21.15	22.53
	Investments in infrastructure and social sector bonds	179.68	175.17
		3,543.92	**3,063.97**
c.	**Investments held at FVTPL**		
	Policyholders' Investments (Quoted)		
	Equity instruments	74.95	95.97
	Policyholders' Investments (Un-Quoted)		
	Equity instruments	7.73	6.50
	Assets held to cover linked liabilities (Quoted)		
	Government securities and government guaranteed bonds including treasury bills	284.24	366.85
	Equity instruments	1,148.15	1,210.24
	Debentures/ bonds	86.92	59.06
	Investments in infrastructure and social sector bonds	194.12	98.74
		1,796.11	**1,837.36**
		13,162.55	**11,481.30**
(i)	Aggregate book value of quoted investments	12,761.63	11,171.91
(ii)	Aggregate market value of quoted investments	12,976.62	11,327.73
(iii)	Aggregate value of unquoted investments	400.92	309.39
(iv)	Aggregate amount of impairment in value of Investment	3.75	-
(v)	Refer Note 52 for information about fair value measurement and Note 53 for credit risk and market risk of investment		

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

6 OTHER NON-CURRENT INVESTMENTS

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Investments at amortised cost (Unquoted)		
Government Securities		
Government Securities (lodged as security deposits with various authorities)	0.01	0.01
Investments at FVTOCI		
Investment In Debentures / Bonds^	-	-
Units (Unquoted)		
Faering Capital India Evolving Fund of Rs. 1,000 each [3,03,406 units (PY : 2,27,458 units)]	40.71	33.43
Equity shares (Unquoted)		
Haldia Integrated Development Agency Ltd of Rs. 10 each [5,00,000 shares (PY: 5,00,000 shares)]	2.45	2.95
Suryadev Alloys of Rs 10 each [2,500 shares (PY: 2,500 shares)]	0.03	0.03
Equity shares (Quoted)		
Hathway Cable and Datacom Limited of Rs. 2 each [54,62,830 shares (PY: 54,62,830 shares)]	15.81	18.49
	59.01	**54.91**
(i) Aggregate book value of unquoted investments	43.20	36.42
(ii) Aggregate book value and market value of quoted investments	15.81	18.49
(iii) Refer Note 52 for information about fair value measurement and Note 53 for credit risk and market risk of investment		

^ Figures being less than Rs 50,000 in each case has not been disclosed

7 NON-CURRENT TRADE RECEIVABLES (AT AMORTISED COST)

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Trade receivables, considered good - unsecured	0.18	1.46
	0.18	**1.46**

Carrying amount of trade receivables are pledged against borrowings Rs NIL (PY : Rs 0.28 crs). Refer note 22 and 29.

8 NON-CURRENT LOANS AND DEPOSITS (AT AMORTISED COST)

(Rs. in Crores)

	March 31, 2019	March 31, 2018
(i) Unsecured, considered good		
a) Loans to employees	0.26	0.30
b) Loans and advances to others	0.18	0.01
c) Deposits	39.30	23.38
(ii) Unsecured, considered doubtful		
a) Deposits	1.02	1.03
	40.76	24.72
Less :- Allowances for doubtful loans and deposits	1.02	1.03
	39.74	**23.69**

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

9 OTHER NON-CURRENT ASSETS

(Rs. in Crores)

		March 31, 2019	March 31, 2018
(i)	**Unsecured, considered good**		
	a) Capital advances	47.01	54.00
	b) Prepaid expenses	43.74	33.14
	c) Balances and deposit with Government Authorities	65.21	26.93
(ii)	**Unsecured, considered doubtful**		
	a) Advances to suppliers	2.04	1.99
	b) Balances and deposit with Government Authorities	22.51	14.66
		180.51	130.72
	Less :- Provision for doubtful deposits and advances	24.55	16.65
		155.96	**114.07**

10 INVENTORIES

(Rs. in Crores)

		March 31, 2019	March 31, 2018
(At Lower of cost and net realisable value)			
a)	Stores,spare parts, loose tools etc	47.35	36.81
b)	Raw materials and components [Including in transit/ lying in bonded warehouse Rs. 126.90 (PY: Rs 94.49 crs)	552.90	559.68
c)	Work-in-progress	636.90	524.94
d)	Finished goods	785.70	846.25
e)	Stock-in-trade	42.46	37.17
		2,065.31	**2,004.85**

I. The cost of inventories recognised as an expense during the year has been disclosed on the face of the Statement of Profit and Loss and Note 43.

II. The cost of inventories recognised as an expense includes Rs Nil (PY: Rs 3.27 Crores) in respect of write downs of inventory.

III. Carrying amount of inventories pledged as borrowings Rs. 225.12 crs (PY Rs. 212.76 crs). Refer note 22 and 29.

11 CURRENT INVESTMENTS OF LIFE INSURANCE BUSINESS

(Rs. in Crores)

		March 31, 2019	March 31, 2018
a.	**Investments held at Amortised Cost**		
	Policyholders' Investments (Quoted)		
	Government securities and government guaranteed bonds including treasury bills	83.28	70.33
	Debentures/ bonds	23.62	14.82
	Investments in infrastructure and social sector bonds	25.45	16.38
	Others (CBLO)	11.14	18.55
		143.49	**120.08**
b.	**Investments held at FVTOCI (Quoted)**		
	Policyholders' Investments		
	Government securities and government guaranteed bonds including treasury bills	14.52	5.00
	Debentures/ bonds	9.16	-
	Investments in infrastructure and social sector bonds	4.56	-

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

11 CURRENT INVESTMENTS OF LIFE INSURANCE BUSINESS (CONTD.)

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Shareholders' investments		
Government securities and government guaranteed bonds including treasury bills	5.85	-
Debentures/ bonds	2.00	-
Investments in infrastructure and social sector bonds	19.12	35.11
	55.21	**40.11**
c. Investments held at FVTPL		
Shareholders' investments (Quoted)		
Mutual funds	24.87	54.19
Policyholders' Investments (Quoted)		
Mutual funds	321.55	205.07
Assets held to cover linked liabilities (Quoted):		
Government securities and government guaranteed bonds including treasury bills	128.99	165.09
Debentures/ bonds	20.21	14.28
Investments in infrastructure and social sector bonds	7.75	39.37
Mutual funds	100.24	67.37
Others (CBLO)	28.76	13.90
Net current assets		
Bank balances	1.13	0.65
Interest and dividend accrued on Investment	14.63	15.32
Outstanding contract (net)	(8.14)	25.17
Other current assets	13.71	22.85
Other current liabilities	(3.92)	(36.41)
	649.78	**586.85**
	848.48	**747.04**
(i) Aggregate book value of quoted investments	831.07	719.46
(ii) Aggregate market value of quoted investments	829.19	718.32
(iii) Refer Note 52 for information about fair value measurement and Note 53 for credit risk and market risk of investment		

12 OTHER INVESTMENTS

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Investments at FVTPL		
Units of mutual funds (Unquoted)	247.92	197.22
Units of mutual funds (Quoted)	10.03	10.03
	257.95	**207.25**
(i) Aggregate amount of quoted investment and market value thereof	10.03	10.03
(ii) Aggregate amount of unquoted investment	247.92	197.22
(iii) Refer Note 52 for information about fair value measurement and Note 53 for credit risk and market risk of investment		

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

13 TRADE RECEIVABLES (UNSECURED) (AT AMORTISED COST)

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Trade receivables, considered good -unsecured	1,255.29	1,104.08
Less :- Provision for impairment	10.26	10.51
	1,245.03	**1,093.57**

(Refer Note no 49 for Related Party disclosure)

The Company's exposure to credit and currencies risks, and loss allowances related to trade receivables are disclosed in Note 53.

Carrying amount of trade receivables are pledged against borrowings Rs 227.03 crs (PY: Rs 116.07 crs). Refer note 22 and 29.

14 CASH AND CASH EQUIVALENTS

(Rs. in Crores)

		March 31, 2019	March 31, 2018
a)	Balances with banks on		
	Current Account	196.58	167.03
	Deposits	84.99	99.25
b)	Cheques, drafts in hand	44.90	28.28
c)	Cash in hand *	14.47	14.04
		340.94	**308.60**

* Cash in hand include stamp on hand

15 OTHER BANK BALANCES

(Rs. in Crores)

		March 31, 2019	March 31, 2018
a)	Unclaimed Dividend Account	8.85	8.68
b)	Deposits*	0.10	0.18
		8.95	**8.86**

* Include Rs 0.09 crore (PY : Rs 0.09 crore) with commercial tax department (Govt. of J&K) as security under GST and Rs 0.01 crore (PY : Rs 0.01 crore) as margin money for Bank Guarantee.

16 LOANS AND DEPOSITS (AT AMORTISED COST)

(Rs. in Crores)

		March 31, 2019	March 31, 2018
Unsecured, considered good			
a)	Loans to employees	2.73	0.33
b)	Deposits	15.48	24.84
		18.21	**25.17**

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

17 OTHER FINANCIAL ASSETS (AT AMORTISED COST)

(Rs. in Crores)

		March 31, 2019	March 31, 2018
Unsecured, considered good			
a)	Other Receivables (rebates and discounts, etc.)	41.41	76.69
b)	Income Accrued on Investments	270.88	232.75
c)	Investments held to meet policyholders' dues	55.55	61.88
d)	Claims Receivable	-	1.44
		367.84	**372.76**

18 OTHER CURRENT ASSETS

(Rs. in Crores)

		March 31, 2019	March 31, 2018
Unsecured, considered good			
a)	Other receivables and advances *	53.81	49.84
b)	Balances and deposit with Government Authorities	229.88	246.48
c)	Prepaid expenses	24.07	24.79
Unsecured, considered doubtful			
a)	Advances to suppliers	3.62	3.62
	Less :- Provision	3.62	3.62
		307.76	**321.11**

* includes export incentive receivables aggregating to Rs NIL (PY : Rs 5.26 Crs)

19 SHARE CAPITAL

(Rs. in Crores)

		March 31, 2019	March 31, 2018
a)	**Authorised**		
	1,00,00,00,000 (PY: 1,00,00,00,000) Equity Shares of Re 1 each	100.00	100.00
		100.00	**100.00**
b)	**Issued, subscribed & fully paid-up**		
	85,00,00,000 (PY: 85,00,00,000) Equity Shares of Re. 1 each	85.00	85.00
		85.00	**85.00**
	There is no change in the number of shares in current year and last year		
c)	**Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year**		
	Balance at the beginning and at the end of the year	**85,00,00,000**	**85,00,00,000**
c)	**Terms / rights attached to equity shares**		

The company has only one class of Equity Shares having a Par Value of Re 1 per share. Each Holder of Equity Shares is entitled to one Vote per share. The company declares and pays dividends in Indian Rupee. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of Liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

19 SHARE CAPITAL (CONTD.)

(Rs. in Crores)

		March 31, 2019	March 31, 2018
d)	**Shares held by holding company**		
	Name of Shareholder	Number of Shares	
	Chloride Eastern Limited, UK (considered to be Holding company by virtue of de-facto control) 45.99% (PY:45.99%)	39,09,54,666	39,09,54,666
e)	**Details of shareholders holding more than 5% shares in Company**		
	Name of Shareholder	Number of Shares	
	Chloride Eastern Limited, UK holding 45.99 % (PY : 45.99 %)	39,09,54,666	39,09,54,666
	As per records of the company, including its register of shareholders / members and other declaration received from shareholders, the above shareholding represents legal ownership of shares.		

20 OTHER EQUITY

(Rs. in Crores)

		March 31, 2019	March 31, 2018
a)	**Securities premium**	737.88	737.88
	Premium received on equity shares issued are recognised in the securities premium		
b)	**Retained earnings**	5,118.74	4,516.80
	Retained earnings are profits that the Company has earned till date, less dividends or other distributions paid to the shareholders. It also includes remeasurement gain/ loss of defined benefit plans.		
c)	**Foreign currency translation reserve (FCTR)**	(2.71)	(0.26)
	Exchange differences on translating the financial statements of foreign operations		
d)	**Capital redemption reserve**	0.80	0.80
	Espex has created the reserve on account of buy back of its shares from minority shareholders		
e)	**Capital reserve**	2.89	2.89
	Capital reserve created on consolidation		
f)	**Items of other comprehensive income**		
	- Fair value of equity instruments through OCI	149.08	109.66
	Changes in fair value of equity instruments recorded in other comprehensive income		
	- Fair value of debt instruments through OCI	15.18	(23.59)
	Changes in fair value of debt instruments recorded in other comprehensive income		
		6,021.86	**5,344.18**

21 NON-CONTROLLING INTEREST

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Balance as at the commencement of the reporting year	18.09	15.76
Add: Share of profit attributable to non-controlling interest	1.80	3.14
Add: Consideration paid by non-controlling interest	13.77	-
Less: Dividend paid to non-controlling interest	0.66	0.81
Balance as at the end of the reporting year	**33.00**	**18.09**

Note:

The group acquired 74.99% stake in ELEPL on 29 September 2018 (the date of incorporation). An amount of Rs.13.77 crs was contributed by non-controlling interest for acquiring the balance 25.01% stake in ELEPL.

Notes to Consolidated Financial Statements

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22 BORROWINGS (AT AMORTISED COST)

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Non-current portion		
Term loan from SCB Bank Ltd (secured)*	-	1.68
Term loan from HSBC Bank Ltd (secured)#	3.35	-
Bank Loans (unsecured)	6.40	6.92
Others	-	0.30
	9.75	**8.90**
Current maturities		
Term loan from HSBC Bank Ltd (secured)#	4.17	-
Others	-	0.48
	4.17	**0.48**
Less : Amount disclosed under the head "Other Current Financial liabilities" (note 31)	**4.17**	**0.48**
	-	**-**

* Secured by hypothecation of Plant & Machinery, Land & Building, Inventories and Trade receivable of ABML. Repayable in 36 months.

\# Secured by hypothecation of Plant & Machinery, Inventories and Trade receivable of ABML.

23 NON-CURRENT TRADE PAYABLES (AT AMORTISED COST)

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Trade payable for goods & services		
Total outstanding dues of Micro and small enterprises (refer note no. 48)	-	-
Total outstanding dues of creditors other than Micro and small enterprises	5.23	4.73
	5.23	**4.73**

24 OTHER NON-CURRENT FINANCIAL LIABILITIES (AT AMORTISED COST)

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Payables for Capital Goods	2.26	2.62
Others	0.47	-
	2.73	**2.62**

25 NON CURRENT PROVISIONS

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Provision for employee benefits (refer note 46)		
Post retirement medical benefits	4.27	4.45
Gratuity	6.50	11.41
Pension	3.62	3.52
Compensated absences	36.78	33.24
Others		
Rent equalization	2.43	3.09
Provision for site restoration liabilities	1.38	1.25
	54.98	**56.96**

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

25 NON CURRENT PROVISIONS (CONTD.)

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Provisions for site restoration		
A provision is recognised for site restoration liabilities on leasehold lands taken by the Company:		
Opening Balance	1.25	1.13
Add: Interest accrued on the provision during the year	0.13	0.12
Closing Balance	**1.38**	**1.25**
Provisions for rent equalization		
The Group has recognised rent equalisation liabilities for the properties taken on rent. The movement of non-current provisions (in note above) and current provisions (in note 33) is as follows:		
Opening Balance	3.17	3.75
Less: Utilised during the year	0.28	0.58
Closing Balance	**2.89**	**3.17**

26 NON-CURRENT INSURANCE CONTRACT LIABILITIES

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Policy liabilities		
Insurance contracts liabilities*		
Par	6,150.83	5,228.47
Non par	2,431.27	1,918.35
Annuity	75.62	47.56
VIP Non Par Pension	914.23	823.41
Provision for linked liabilities	1,516.32	1,629.57
Fair value change (linked)	225.02	140.81
Non-unit liabilities	9.73	10.91
	11,323.02	**9,799.08**

* For Movement of Policyholders' Funds, Funds for Discontinued Policies, Funds for Future Appropriation and Embedded Derivative liability - refer Note 56

27 INVESTMENT CONTRACT LIABILITIES**

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Pension	860.27	861.10
VIP Non Par Pension	22.20	20.91
Linked	191.22	217.56
	1,073.69	**1,099.57**

**For Movement of Investment Contracts Liabilities - refer Note 57

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

28 DEFERRED TAX LIABILITY (NET)

(Rs. in Crores)

		March 31, 2019	March 31, 2018
a)	Deferred tax liability	225.75	196.22
b)	Deferred tax assets	53.37	55.33
		172.38	**140.89**

Movement in deferred tax (liabilities) / assets balances:

2018-19	April 01, 2018	Movement through Statement of Profit and Loss	Movement through Other Comprehensive Income	Effect of foreign exchange	March 31, 2019
Deferred tax liabilities:					
Arising out of temporary difference in depreciable assets	(184.50)	(36.66)	-	0.17	(220.99)
Expenses claimed as deduction as per Income Tax Act, 1961 but not booked in current year	(11.23)	6.47	-	-	(4.76)
Unrealised gain on investment in equity shares carried at FVTOCI	(0.49)	(0.06)	1.47	-	0.92
Deferred tax assets:					
On expenses allowable against taxable income in future years	44.32	(2.64)	-	0.03	41.71
On unabsorbed depreciation and business loss	9.95	0.28	-	0.01	10.24
Others	1.06	(0.56)	-	-	0.50
	(140.89)	**(33.17)**	**1.47**	**0.21**	**(172.38)**

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

2017-18	April 01, 2017	Movement through Statement of Profit and Loss	Movement through Other Comprehensive Income	Effect of foreign exchange	March 31, 2018
Deferred tax liabilities:					
Arising out of temporary difference in depreciable assets	(152.69)	(32.64)	-	0.83	(184.50)
Expenses claimed as deduction as per Income Tax Act, 1961 but not booked in current year	(49.84)	38.56	-	0.05	(11.23)
Unrealised gain on investment in equity shares carried at FVTOCI	(0.57)	-	0.08	-	(0.49)
Deferred tax assets:					
On expenses allowable against taxable income in future years	24.78	20.28	(0.53)	(0.21)	44.32
On unabsorbed depreciation and business loss	9.45	0.54	-	(0.04)	9.95
Others	12.80	(11.74)	-	-	1.06
	(156.07)	**15.00**	**(0.45)**	**0.63**	**(140.89)**

	March 31, 2019		March 31, 2018	
	Rate	(Rs. in Crores)	Rate	(Rs. in Crores)
Reconciliation of statutory rate of tax and effective rate of tax:				
At India's statutory income tax rate of 34.94% (PY: 34.61%)	**34.94%**	**436.45**	**34.61%**	**362.65**
Adjustments:				
Non-deductible expenses for tax purposes	0.60%	7.46	1.00%	10.49
Exempt income for tax purposes	(0.47%)	(5.89)	(1.23%)	(12.88)
Various allowances claimed under Income Tax Act, 1961	(0.53%)	(6.57)	(0.48%)	(5.02)
Indexation benefit on sale of capital asset as per Income tax Act	(1.97%)	(24.58)	-	-
Impact of lower tax rate on certain items	(0.38%)	(4.77)	-	-
Current year losses for which no deferred tax asset is recognised	0.06%	0.76	-	-
Impact of differential tax rate of Indian/ Foreign jurisdiction	0.09%	1.16	(0.24%)	(2.51)
Others including tax impact of earlier years	(0.18%)	(2.36)	0.10%	1.05
Total tax expense	**32.16%**	**401.66**	**33.76%**	**353.77**

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Breakup of tax expense is as follows:		
Current tax		
Current period	372.78	378.51
Prior period	(4.29)	(9.74)
Deferred tax		
Origination and reversal of temporary differences	33.17	(15.00)
Total tax expenses	**401.66**	**353.77**

ELI has recognised deferred tax asset of Rs 9.61 crs (PY: 6.65 crs) on unabsorbed business losses and unabsorbed depreciation based on future projections of availability of sufficient taxable profits.

CBSEA has recognised deferred tax asset of Rs 0.41 crs (PY : 0.33 crs) on unabsorbed business losses and unabsorbed depreciation based on future projections of availability of sufficient taxable profits.

ELEPL has not recognised deferred tax asset of Rs 0.76 crs on temporary difference in depreciable assets, unabsorbed business losses and unabsorbed depreciation due to lack of convincing evidence that sufficient taxable profit will be available against which the unused tax losses can be utilised by the Company.

29 BORROWINGS (AT AMORTISED COST)

(Rs. in Crores)

	March 31, 2019	March 31, 2018
From banks (secured)		
Bank Overdraft and Cash Credits	61.10	39.32
Import loan from DFCC Bank PLC	14.01	10.08
Import loan from HSBC Bank & Other	-	0.93
	75.11	**50.33**

Bank overdraft

i. Includes Rs 7.82 crs (PY: Rs 7.68 crs) of CPSSL secured by hypothecation of raw materials, finished stock, work-in-progress, book debts and other receivables. Repayable on demand at interest rate of 10.50% p.a (PY: 11.25% p.a.)

ii. Includes Rs 9.42 crs (PY: Rs 6.91 crs) of ABML secured by hypothecation of Inventory and Trade receivables

iii. includes Rs. 43.86 crs (PY: Rs 24.23 crs) of CML, secured by creating primary charge on stock and book debts.

Import Loan

Secured by hypothecation of the Plant & Machinery, Land & Building, Inventories and Trade receivables of ABML. Repayable in 12 months from the date of loan at the interest rate of 11.5%.

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for the year ended 31st March 2019

30 TRADE PAYABLES (AT AMORTISED COST)

(Rs. in Crores)

		March 31, 2019	March 31, 2018
a)	Trade payable for goods & services		
	Total outstanding dues of Micro and small enterprises (refer note no. 48)	32.10	10.67
	Total outstanding dues of creditors other than Micro and small enterprises	1,401.26	1,368.28
b)	Acceptances	143.50	140.44
		1,576.86	**1,519.39**

Refer note 53 for information about liquidity risk and market risk related to trade payables.
Trade payables and acceptances are non-interest bearing and are normally settled on 30 day terms.
For terms and conditions with related parties, refer to Note 49

31 OTHER CURRENT FINANCIAL LIABILITIES (AT AMORTISED COST)

(Rs. in Crores)

		March 31, 2019	March 31, 2018
a)	Current maturities of long term debt	4.17	0.48
b)	Unclaimed dividends (to be credited to Investor Education and Protection Fund as and when due)	8.85	7.37
c)	Other payables -		
	For Selling and distribution costs	235.93	177.09
	For Capital Goods	83.64	81.57
	For Other Expenses [includes policy deposits and last day units (net) and employee payables]	137.28	176.43
		469.87	**442.94**

i. There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as 31 March 2019.

ii. Other payables for selling and distribution costs represents outstanding liabilities for incentives and trade schemes, etc.

32 OTHER CURRENT LIABILITIES

(Rs. in Crores)

		March 31, 2019	March 31, 2018
a)	Taxes and duties payable	153.57	125.48
b)	Advances from customers	42.70	33.15
c)	Deferred revenue *	36.04	62.32
		232.31	**220.95**

*Other payables for deferred revenue relates to loyalty credit points granted to the customers as part of sales transactions and has been estimated with reference to the fair value of the products for which they could be redeemed.

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for the year ended 31st March 2019

33 CURRENT PROVISIONS

(Rs. in Crores)

		March 31, 2019	March 31, 2018
a)	Provision for employee benefits (refer note 46)		
	Post retirement medical benefits	0.35	0.41
	Leave benefits	4.44	4.94
	Gratuity	0.06	2.37
b)	Others		
	Provision for rent equalization	0.46	0.08
	Provision for warranty claims	217.26	179.48
	Provision for litigations and tax disputes	54.19	54.19
		276.76	**241.47**
	Provisions for warranties		
	A provision is recognised for expected warranty claims on products sold , based on past experience of the level of repairs and returns. The table below gives information about movement in warranty provision :		
	Opening Balance	179.48	180.98
	Add: Provision created during the year	265.71	192.56
	Less: Utilised against warranty claims during the year	227.92	194.17
	Effect of foreign exchange	(0.01)	0.11
	Closing Balance	**217.26**	**179.48**
	Provisions for litigations and tax disputes		
	The Group has estimated the provisions for pending litigation, claims and demands relating to indirect taxes based on its assessment of probability for these demands crystallising against the Group in due course :		
	Opening Balance	54.19	39.89
	Add: Provision created during the year	-	14.30
	Closing Balance	**54.19**	**54.19**

34 INSURANCE CONTRACT LIABILITIES

(Rs. in Crores)

	March 31, 2019	March 31, 2018
Policy liabilities		
Insurance contracts liabilities*		
Par	600.60	452.96
Non par	127.63	110.62
VIP Non Par Pension	0.81	0.79
Provision for linked liabilities	12.12	12.54
	741.16	**576.91**

*For Movement of Policyholders' Funds, Funds for Discontinued Policies, Funds for Future Appropriation and Embedded Derivative liability - refer Note 56

Notes to Consolidated Financial Statements
for the year ended 31st March 2019

35 REVENUE FROM OPERATIONS

(Rs. in Crores)

	2018-19	2017-18
Sale of products (including excise duty)	10,865.51	9,744.18
Sale of services (related to life insurance business)		
Life Insurance premium (net of premium ceded on re-insurers on Insurance contract)	2,756.78	2,383.28
Other operating income related to life insurance business		
Net realised gains and losses from disposal of investments	85.88	288.42
Investment income	861.13	704.25
Gain / (loss) on fair value of financial assets	84.21	(67.56)
Other operating income		
Sale of scrap	17.75	16.78
Income from Service / Installation	41.13	5.24
Export incentive	8.49	8.19
	14,720.88	**13,082.78**

(i) Sales are net of price adjustments settled during the year by the Company and discounts, trade incentives, VAT, Sales Tax, GST etc.

(ii) Sale of goods includes excise duty collected from customers of Rs Nil crs (PY: Rs 274.70 crs).

(iii) Post the applicability of Goods and Service Tax (GST) with effect from July 1, 2017, revenue from operations are disclosed net of GST. Accordingly, the revenue from operations for year ended March 31, 2019 are not comparable with the previous years figure.

Revenue disaggregation is as follows:

Disaggregation of product sold based on industry vertical and customers profile

(Rs. in Crores)

	2018-19	2017-18
Institutional sales	3,701.60	3,500.72
Non-institutional sales	7,222.79	6,265.48
	10,924.39	**9,766.20**

Disaggregation based on geography

(Rs. in Crores)

	2018-19	2017-18
India	10,009.25	9,110.61
Outside India	915.14	655.59
	10,924.39	**9,766.20**

Geographic location is based on the location of customers

Information about major customers:

No single customer represents 10% or more of the Company's total revenue during the year ended March 31, 2019 and March 31, 2018.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

Changes in Unearned and deferred revenue are as follows:

(Rs. in Crores)

	2018-19
Balance at the beginning of the year	62.32
Revenue recognised that was included in the unearned and deferred revenue at the beginning of the year	(22.41)
Other adjustments for credit notes	(28.62)
Increase due to invoicing during the year, excluding amounts recognised as revenue during the year	24.75
Balance at the end of the year	**36.04**

Reconciliation of revenue recognised with the contracted price is as follows:

(Rs. in Crores)

	2018-19
Contracted revenue	
Reduction towards variable consideration components	11,386.61
Revenue recognised	(462.22)
	10,924.39

The reduction towards variable consideration comprises of discounts, incentive etc.

Contract balances

(Rs. in Crores)

	2018-19
Trade receivables	1,245.21
Contract liabilities	36.04
	1,281.25

36 OTHER INCOME

(Rs. in Crores)

	2018-19	2017-18
Interest Income on:		
Bank deposits	0.05	-
Financial Assets carried at amortised cost	0.71	0.67
Others including Income Tax refund	3.34	0.24
Dividend Income on current investments	11.08	24.15
Other non-operating income		
Gain on fair valuation of investments in mutual fund units	0.48	0.50
Net foreign exchange gain	9.21	16.84
Others	15.01	25.25
	39.88	**67.65**

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

37 COST OF MATERIALS CONSUMED

(Rs. in Crores)

	2018-19	2017-18
Opening Stock	559.68	434.44
Add: Purchases	7,069.44	6,212.18
	7,629.12	**6,646.62**
Less: Closing Stock	552.90	559.68
	7,076.22	**6,086.94**

Cost of material consumed includes net proceeds from scrap batteries

38 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN - PROGRESS AND STOCK-IN-TRADE

(Rs. in Crores)

	2018-19	2017-18
Opening Stock		
Work-in-progress	524.94	504.77
Finished goods	846.25	590.86
Stock-in-trade	37.17	30.58
	1,408.36	**1,126.21**
Closing Stock		
Work-in-progress	636.90	524.94
Finished goods	785.70	846.25
Stock-in-trade	42.46	37.17
	1,465.06	**1,408.36**
Increase / (Decrease) in Excise Duty on Finished Goods	-	(109.86)
	(56.70)	**(172.29)**

39 EMPLOYEE BENEFIT EXPENSES

(Rs. in Crores)

	2018-19	2017-18
Salaries, wages and bonus	887.17	832.26
Contribution to provident and other funds (Refer Note 46)	54.90	52.29
Staff welfare expenses	92.18	77.54
	1,034.25	**962.09**

40 CHANGE IN VALUATION OF LIABILITY IN RESPECT OF LIFE INSURANCE POLICIES IN FORCE

(Rs. in Crores)

	2018-19	2017-18
Change in valuation of liability in respect of life insurance policies in force	1,664.56	1,320.13
Surplus/(deficit) in par and unit linked funds adjusted from existing surplus	101.81	56.74
Release from funds for future appropriation	(31.81)	(26.79)
	1,734.56	**1,350.08**

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

41 FINANCE COSTS

(Rs. in Crores)

	2018-19	2017-18
Interest expenses	107.07	105.08
Exchange difference to the extent considered as an adjustment to borrowing cost	0.01	0.57
	107.08	**105.65**

Income earned by the group on investments pertaining to investment contracts of Rs 94.89 crs (Previous Year: Rs 96.37 crs) needs to be repaid to the policyholders as part of benefits paid. Therefore, the same forms part of the finance cost in the statement of profit and loss.

42 DEPRECIATION AND AMORTISATION

(Rs. in Crores)

	2018-19	2017-18
Depreciation of property, plant & equipment	328.49	255.64
Amortisation of intangible assets	15.05	11.57
	343.54	**267.21**

43 OTHER EXPENSES

(Rs. in Crores)

	2018-19	2017-18
Stores and spare parts consumed	93.04	85.12
Power and fuel	383.58	332.01
Battery charging / battery assembly expenses	106.68	107.63
Repairs and maintenance		
Buildings	11.03	10.81
Plant and machinery	62.90	61.85
Others	26.01	23.11
Rent and hire charges (refer Note 62)	78.38	74.55
Rates and taxes	32.08	32.58
Insurance	10.56	7.53
Commission	189.53	149.26
Royalty and technical aid fees	53.31	43.50
Benefit paid to life insurance policyholders	1,025.20	1,032.02
Warranty expenses	263.88	189.74
Publicity and sales promotion	296.39	251.84
Freight and forwarding (net)	318.08	265.66
After sales services	67.09	56.87
Clearing and forwarding expenses	34.55	30.57
Travelling and conveyance	61.87	57.55
Bank charges	10.02	8.66
Communication costs	10.24	11.33
Donations	0.06	0.04
Directors' sitting fees	0.29	0.25
Loss on fixed assets sold/ discarded (net)	0.29	4.86
Miscellaneous expenses (refer Note 43.1)	193.04	167.08
	3,328.10	**3,004.42**

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

43.1 Miscellaneous Expenses

(Rs. in Crores)

	2018-19	2017-18
Motor vehicle running expenses	7.57	6.70
Consultancy and services outsourced	91.09	85.76
Security service charges	12.10	10.83
General expenses	17.87	6.82
Legal expenses	6.47	7.39
Printing and stationery	10.48	9.11
Total quality management expenses	0.87	0.77
Corporate social responsibility expenses	21.55	20.60
Pollution control expenses	9.59	9.32
Testing charges	0.99	1.02
Liquidated damages	4.77	2.35
Battery erection / installation costs	9.69	6.41
	193.04	**167.08**

44 EARNINGS PER SHARE (EPS)

(Rs. in Crores)

	2018-19	2017-18
Details for calculation of basic and diluted earning per share:		
Profit for the year attributable to owners of the Company	845.55	690.96
Weighted average number of equity share (Numbers)	85.00	85.00
Basic and diluted earning per share (Rs.)	9.95	8.13

45 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements requires management to make judgements, estimates and assumptions, as described below, that affect the reported amounts and the disclosures. The Group based its assumptions and estimates on parameters available when the financial statements were prepared and are reviewed at each Balance Sheet date. Uncertainty about these assumptions and estimates could result in outcomes that may require a material adjustment to the reported amounts and disclosures. Information about critical judgements in applying accounting policies, as well as estimates and assumptions that have the most significant effect on the financial statements is as follows:

(a) Employee benefit plans

The cost of the employment benefit plans and their present value are determined using actuarial valuations which involves making various assumptions that may differ from actual developments in the future. For further details refer to Note 46.

(b) Fair value measurement and impairment of investments

The fair value of unquoted investments are determined using valuation methods which involves making various assumptions that may differ from actual developments in the future. For further details refer Note 52. Further the management makes various estimates with respect to impairment of investments. Refer Note 53 for further details.

(c) Revenue recognition and customer loyalty programme

Judgement is required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts and incentives. Any consideration payable to the customer is adjusted to the transaction price,

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for the year ended 31st March 2019

unless it is a payment for a distinct product or service from the customer.

The Group uses judgement to determine an appropriate standalone selling price for a performance obligation. The Group allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract.

The Group estimates the fair value of points awarded under the incentive schemes based on past trend of similar incentive schemes and by applying a budgeted incentive payout rate. Inputs include making assumptions about expected redemption rates, the mix of products that will be available for redemption in the future and customer preferences. Refer Note 31 and 32 for further details.

(d) Warranty

The Group estimates the provision for warranty based on past trend of actual issues of batteries under warranty. As at 31 March 2019, the estimated liability towards warranty aggregated to Rs. 217.26 crs (PY Rs 179.48 crs). For further details refer note 33.

The provision towards warranty is not discounted as the management, based on past trend, expects to use the provision within twelve months after the Balance Sheet date.

(e) Liability for policies related to life insurance business

Liability for policies in force and for policies in respect of which premium has been discontinued but liability exists, are determined using actuarial valuation which involves making various assumptions like interest rates, mortality, morbidity etc. that may differ from actual developments in the future. For further details refer note 51.

(f) Provision for litigations and tax disputes

The likelihood of outcome of litigations and tax disputes are estimated by the management based on past experiences, legal advice, other public information etc. For further details, refer Note 33.

(g) Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

46 GRATUITY AND OTHER POST EMPLOYMENT BENEFIT PLANS

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972. The scheme is funded with an insurance.

The Group provides certain post-retirement medical benefits (PRMB) to the employees qualifying for such benefits under the scheme upto 31 March 2006, and accordingly the number of beneficiaries is frozen on that date. This benefit is unfunded.

The Group has a Pension plan, a part of the liability whereof upto 31 March 2003 , for employees as on that date is in the nature of a defined benefit plan. From 1 April 2003 onwards, pension remains as a defined contribution liability which is funded annually with an insurance.

The Group also extends benefit of compensated absences to the employees, whereby they are eligible to carry forward their entitlement of earned leave for encashment upon retirement/separation. This is an unfunded plan.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the Post - retirement benefit plans.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

(Rs. in Crores)

		2018-19			2017-18		
		GRATUITY (Funded)	PENSION (Funded)	PRMB (Unfunded)	GRATUITY (Funded)	PENSION (Funded)	PRMB (Unfunded)
I	**Expenses recognised in the statement of Profit & Loss**						
1	Current Service Cost	9.86	-	0.03	10.70	-	0.04
2	Interest Cost	7.56	0.29	0.33	6.64	0.30	0.37
3	Expected Return on plan assets	(7.03)	(0.04)	-	(6.26)	(0.07)	-
4	Past Service Cost - Plan Amendments	-	-	-	3.68	-	-
5	Total	10.39	0.25	0.36	14.76	0.23	0.41
	Expenses recognised in OCI						
6	Actuarial (Gains) / Losses	(2.90)	(0.14)	(0.33)	(0.58)	(0.05)	(0.65)
7	Total Expense	7.48	0.11	0.03	14.18	0.18	(0.24)
II	**Net Asset / (Liability) recognised in the Balance Sheet**						
1	Present Value of Defined Benefit Obligation	116.97	4.02	4.62	112.65	4.43	4.86
2	Fair Value of Plan Assets	110.41	0.40	-	98.87	0.91	-
3	Net Asset / (Liability)	(6.56)	(3.62)	(4.62)	(13.78)	(3.52)	(4.86)
III	**Change in Obligation during the year**						
1	Present Value of Defined Benefit Obligation at the beginning of the year	112.65	4.43	4.86	98.37	4.41	5.33
2	Current Service Cost / Plan amendments	9.86	-	0.03	14.38	-	0.04
3	Interest Cost	7.55	0.29	0.33	6.64	0.30	0.37
4	Benefits Paid	(10.06)	(0.56)	(0.27)	(7.27)	(0.26)	(0.23)
5	Actuarial (Gains) / Losses						
	Arising from changes in experience	0.98	(0.09)	(0.13)	0.71	(0.02)	(0.86)
	Arising from changes in demographic assumptions	-	-	-	-	-	0.21
	Arising from changes in financial assumptions	(4.01)	(0.05)	(0.20)	(0.18)	-	-
6	Present Value of Defined Benefit Obligation at the end of the year	116.97	4.02	4.62	112.65	4.43	4.86
IV	**Change in the Fair Value of Plan Assets during the year**						
1	Plan assets at the beginning of the year	98.86	0.92	-	88.41	1.23	-
2	Expected return on plan assets	7.03	0.04	-	6.26	0.07	-
3	Contribution by employer	14.43	-	-	10.35	-	-
4	Transfers	-	-	-	-	(0.18)	
5	Actual Benefits Paid	(9.78)	(0.56)	-	(7.26)	(0.26)	-
6	Actuarial Gains / (Losses)	(0.13)	-	-	1.11	0.05	-
7	Plan assets at the end of the year	110.41	0.40	-	98.87	0.91	-
8	Actual return on Plan Assets	6.90	0.04	-	7.37	0.12	-

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for the year ended 31st March 2019

(Rs. in Crores)

		2018-19			2017-18		
		GRATUITY (Funded)	PENSION (Funded)	PRMB (Unfunded)	GRATUITY (Funded)	PENSION (Funded)	PRMB (Unfunded)
V	**The major categories of plan assets as a percentage of the fair value of total plan assets**						
	Investments with insurer	100%	100%	-	100%	100%	-
VI	**Maturity profile of the defined benefit obligation**						
	Weighted average duration of the defined benefit obligation	5-8years	4 years	9 years	5-11years	4 years	9 years
	Expected benefit payments for the year ending						
	Not later than 1 year	8.85	0.78	0.36	10.69	0.87	0.41
	Later than 1 year and not later than 5 years	48.86	2.62	1.76	42.68	2.71	1.71
	More than 5 years	70.93	1.44	2.12	66.91	1.54	2.05

VII Actuarial Assumptions

1	Discount Rate	7 - 7.5% p.a (March 31, 2018: 7 - 7.3% p.a.)
2	Expected rate of return on plan assets	7 - 7.5% p.a (March 31, 2018: 7 - 9% p.a.)
3	Mortality pre retirement	Indian Assured Lives Mortality (2006-08) (modified) Ult. Indian Assured Lives Mortality (2006-08) (modified) Ult. CPSSL: Standard Table LIC (1994-96) Ultimate
4	Mortality post retirement	LIC (1996-98) Ultimate
5	Employee Turnover Rate	2.00%
6	Expected increase in salary	
	- executive staff	10 % p.a (March 31, 2018: 10% p.a.)
	- other management staff	5 - 8 % p.a (March 31, 2018: 5 - 8% p.a.)
	- non-management staff	5 % p.a (March 31, 2018: 5% p.a.)

VIII In 2019-20 the Group expects to contribute Rs 4.25 crs (2018-19: Rs 11.27 crs) to gratuity and Rs 3.60 crs (2018-19: Rs 3.50 crs) to Pension.

IX Healthcare cost trend rates have no effect on the amounts recognised in the statement of profit and loss, since the benefit is in the form of a fixed amount as per the various grades, which is not subject to change.

X The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

XI The Group's Contribution to Provident and Other Funds includes Rs 38.17 crs (2017-18 - Rs 35.72 crs) paid towards Defined Contribution Plans.

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XII

(Rs. in Crores)

		2018-19	2017-18
1	**Gratuity**		
	Defined Benefit Obligation	116.97	112.65
	Plan Assets	110.41	98.87
	Surplus / (deficit)	(6.56)	(13.78)
	Experience (Gain) / loss adjustments on plan liabilities	0.98	0.71
	Experience Gain / (loss) adjustments on plan assets	(0.13)	1.11
2	**Pension**		
	Defined Benefit Obligation	4.02	4.43
	Plan Assets	0.40	0.91
	Surplus / (deficit)	(3.62)	(3.52)
	Experience (Gain) / loss adjustments on plan liabilities	(0.09)	(0.02)
	Experience Gain / (loss) adjustments on plan assets	-	0.05
3	**Post Retirement Medical Benefit**		
	Defined Benefit Obligation	4.62	4.86
	Experience (Gain) / loss adjustments on plan liabilities	(0.13)	(0.86)

XIII The basis of various assumptions used in actuarial valuations and their quantitative sensitivity analysis is as shown below:

(Rs. in crores)

	March 31, 2019		March 31, 2018	
Assumptions	Discount rate (a)		Discount rate (a)	
Sensitivity level	1% increase	1% decrease	1% increase	1% decrease
Impact on retiral benefit	(37.56)	40.68	(7.69)	9.06
Assumptions	Future salary (b)		Future salary (b)	
Sensitivity level	1% increase	1% decrease	1% increase	1% decrease
Impact on retiral benefit	39.8	(37.15)	8.72	(7.60)

(a) Based on interest rates of government bonds

(b) Based on management estimate

47 COMMITMENTS AND CONTINGENCIES

(Rs. in Crores)

		March 31, 2019	March 31, 2018
(i)	**Capital and other commitments**		
	Commitment for acquisition of fixed assets	903.01	510.57
	Commitment for investment	22.48	30.64
		925.49	**541.21**

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for the year ended 31st March 2019

47 COMMITMENTS AND CONTINGENCIES (CONTD.)

(Rs. in Crores)

	March 31, 2019	March 31, 2018
(ii) Contingent Liabilities		
Guarantees excluding financial guarantees		
Outstanding Bank Guarantees / Indemnity Bonds	56.33	50.31
Partly paid up investments (on account of right issue of Tata Steel)	-	2.90
Claims against the Group not acknowledged as debt		
Sales Tax demands	30.68	49.87
Excise Duty demands [Refer Note (i)]	39.37	38.67
Service Tax demands	259.46	250.29
Income Tax demands	11.03	60.70
Other claims being disputed by the Group	-	-
Contractual Obligation related to insurance business		
Policy claims under dispute	8.00	17.96
Claim under Arbitration [Refer Note (iii)]	56.93	46.77
Claim from a landlord , an appeal whereby is pending in Hon'ble Bombay High Court	Not Ascertainable	Not Ascertainable
	461.80	**517.47**

(i) Includes a Demand of Rs 32.60 crs plus penalties, as applicable, on EIL for the period June 2006-May 2009 on the grounds that Excise Duty was payable on the MRP of batteries. The Company has contested applicability of The Standards of Weights & Measures Act,1976 and Rules thereunder, the applicability of which is still to be adjudicated by the Hon'ble Supreme Court. Meanwhile , Company has been granted a stay on this Excise Duty demand by CESTAT, Kolkata.

(ii) The Supreme Court, in a judgement dated 28 Feb 2019, has stipulated the components of salary that need to be taken into account for computing the contribution to provident fund under the Employees Provident Fund Act,1952. The company will account for the impact of the judgment after clarification is obtained in interpreting aspects of the judgement and after knowing the effective date of its application. The company does not expect the impact to be material.

(iii) Kotak Mahindra Bank (erstwhile ING Bank Ltd) has invoked Arbitration proceedings against the Company as per the Corporate Agency Agreement for payment of renewal commission post termination of agency agreement by them. The Company has maintained that as per law, no renewal commission is payable to Kotak Mahindra Bank (Erstwhile ING Vysya Bank Ltd) since the Corporate Agency was terminated by Kotak Mahindra Bank itself and on account of Kotak Mahindra Bank becoming the corporate agent of Kotak Mahindra Old Mutual Life Insurance Ltd, post issuance of NOC by the Company. The Company's stance is supported by opinions from reputed firm of Advocates and Solicitors. The disputed amount for the period beginning 01.12.2014 to 31.03.2019 is Rs. 56.93 crs.

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48 DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MSMED ACT, 2006

	2018-19	2017-18
Principal and interest amount remaining unpaid		
- Principal	32.10	10.67
- Interest	-	0.01
The amount of interest paid by the Company in terms of Section 16 of the MSMED Act, 2006 alongwith the amount of the payment made to the supplier beyond the appointed date during the year.	0.01	-
The amount of the payments made to micro and small suppliers beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	0.01
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purposes of disallowance as a deductible expenditure under the MSMED Act, 2006.	0.14	0.14

49 RELATED PARTY DISCLOSURE

i) Particulars of related parties :

A. Where control exists	
1. Enterprise / Individuals having a direct or indirect control over the Group	Chloride Eastern Limited, UK. (CEL)
	Chloride Eastern Industries Pte Limited, Singapore (CEIL)
	LIEC Holdings SA , Switzerland
	Mr. S. B. Raheja
B. Others	
1. Key Management Personnel (As on 31st March, 2019)	Mr G Chatterjee, Director, EIL, CML, CIL, ELEPL, Espex & CBSEA
	Mr A K Mukherjee, Director, EIL, CML, CPSSL, CIL, ELI, ABML, Espex & CBSEA
	Mr Subir Chakraborty, Director, EIL, CIL, CPSSL, CML, ELEPL & ABML
	Mr Arun Mittal, Director, EIL, Espex, CPSSL, CML, ELEPL & CBSEA
	Mr. Bharat D. Shah, Director, EIL
	Mr. R.B.Raheja, Director, EIL & ELI
	Mr. Nawshir H. Mirza, Director, EIL
	Mr. Vijay Agarwal, Director, EIL & ELI
	Mr. Sudhir Chand, Director, EIL
	Ms. Mona N. Desai, Director, EIL & ELI
	Mr Surin S Kapadia, Director(w.e.f. 25th October,2017), EIL
	Mr Jitendra Kumar, Company Secretary, EIL
	Mr. U.B. Agarwal, Whole Time Director, CML
	Mr. Kshitij Jain, Managing Director & Chief Executive Officer, ELI
	Mr. Anil Kumar C, Chief Financial Officer, ELI
	Mr. Rangarajan B N, Appointed Actuary & CRO, ELI
	Mr R Mahesh Kumar (Resigned w.e.f. November 20, 2017), ELI

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

49 RELATED PARTY DISCLOSURE (CONTD.)

	Mr Manas Ranjan Panda, Company Secretary (w.e.f. February 09, 2018), ELI
	Mr. A. Ghoshal, Director, Espex
	Mrs L. Farmer, Director, Espex
	Mr. Jahar Sengupta, CPSSL (Apr18-Dec18)
	Mr. M Ramchandran, Director, ABML
	Mr. Arnab Saha, Director, ABML
	Mr. Ishara C Nanayakkara, Director, ABML
	Mr. Winston Wong, Director, CBSEA (Retired)
	Mr. Freddy Tan Teng Shah, Director, CBSEA
	Mr Danny Yap, Company Secretary, CBSEA
	Mr. Sudipta Chakraborty, Director, CIL
	Mr. Hubert Angleys, Director, ELEPL
	Mr. Stefan Louis, Chief Executive Officer, ELEPL
	Mr. Arun Sharma, Chief Financial Officer and Company Secretary, ELEPL
	Mr Samujjal Ganguly, Chief Executive Officer, CPSSL (w.e.f January 19)
	Mr Vinayak Agarwal, Director, ELI
	Mr Atanu Sen, Director, ELI
2. Name of the Companies / firms / in which Directors / Key Management Personnel have significant influence with whom transactions have happened during the year	Shalini Construction Company Private Limited (Shalini Construction)
	Peninsula Estates Private Limited (Peninsula Estates)
	Raheja QBE General Insurance Company Limited
	Klevenberg (Pvt) limited
	Browns Thermal Engineering (Pvt) Limited
	Development Credit Bank Limited
	Asianet Satellite Communication Private Limited
	Hathway Cable & Datacom Limited
	Prism Johnson Ltd (earlier Prisem Cement Ltd.)
	Juhu Beach Resort Limited
	Sonata Software Limited
	Outlook Publishing (India) Private Limited
	Hathway Investment Pvt Ltd
	Brown & Company PLC
	SFL Services Pvt Ltd.
3. Employees Trusts where there is significant influence	The Chloride Officers' Provident Fund (COPF)
	Exide Life Insurance Employee Group Gratuity cum Life Assurance Scheme (Trust)

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

ii) Details of transactions entered into with the related parties:

(Rs. in Crores)

	Enterprise/ Individuals having direct or indirect control	Key management personnel	Companies / firms in which Directors / Key Management Personnel have significant influence	Employees Trust	Total
	Transaction value	Transaction value	Transaction value	Transaction value	Transaction value
Purchases of goods					
- Brown & company PLC	-	-	1.26	-	1.26
	-	-	(1.15)	-	(1.15)
- Klevenberg (Pvt) Limited	-	-	0.99	-	0.99
	-	-	(0.89)	-	(0.89)
- Browns Thermal Engineering (Pvt) Limited	-	-	5.08	-	5.08
	-	-	(4.53)	-	(4.53)
Sale of goods					
- Brown & company PLC	-	-	126.28	-	126.28
	-	-	(124.31)	-	(124.31)
- Klevenberg (Pvt) Limited	-	-	36.55	-	36.55
	-	-	(30.50)	-	(30.50)
- Browns Thermal Engineering (Pvt) Limited	-	-	0.42	-	0.42
	-	-	(0.43)	-	(0.43)
Technical Assistance Expenses - CEIL	0.13	-	-	-	0.13
	(0.12)	-	-	-	(0.12)
Life insurance premium received					
- Exide Life Insurance Employee Group Gratuity cum Life Assurance Scheme (Trust)	-	-	4.50	-	4.50
	-	-	(1.30)	-	(1.30)
- Raheja QBE General Insurance Company Limited	-	-	0.02	-	0.02
	-	-	(0.03)	-	(0.03)
- Hathway Cable & Datacom Limited	-	-	0.54	-	0.54
	-	-	(0.13)	-	(0.13)
- Sonata Software Limited	-	-	0.32	-	0.32
	-	-	(0.25)	-	(0.25)
- Outlook Publishing (India) Private Limited	-	-	0.01	-	0.01
	-	-	(0.01)	-	(0.01)
- Prism Johnson Limited	-	-	1.80	-	1.80
	-	-	(1.92)	-	(1.92)

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

ii) Details of transactions entered into with the related parties: (Contd.)

(Rs. in Crores)

	Enterprise/ Individuals having direct or indirect control	Key management personnel	Companies / firms in which Directors / Key Management Personnel have significant influence	Employees Trust	Total
	Transaction value	Transaction value	Transaction value	Transaction value	Transaction value
- Key Management Personnel	-	0.14	-	-	0.14
	-	(0.15)	-	-	(0.15)
Benefits paid					
- Exide Life Insurance Employee Group Gratuity cum Life Assurance Scheme (Trust)	-	-	2.01	-	2.01
	-	-	(1.94)	-	(1.94)
- Hathway Cable & Datacom Limited	-	-	0.29	-	0.29
	-	-	(0.91)	-	(0.91)
- Sonata Software Limited	-	-	-	-	-
	-	-	(0.75)	-	(0.75)
- Prism Johnson Limited	-	-	1.97	-	1.97
	-	-	(1.39)	-	(1.39)
Contribution made to Gratuity & Provident Fund Trust					
- Exide Life Insurance Employee Group Gratuity cum Life Assurance Scheme (Trust)	-	-	-	-	-
	-	-	-	(1.30)	(1.30)
- The Chloride Officers' Provident Fund	-	-	-	20.40	20.40
	-	-	-	(18.22)	(18.22)
Services provided by the Company - Premium Paid					
- Raheja QBE General Insurance Company Limited	-	-	0.12	-	0.12
	-	-	(0.04)	-	(0.04)
- Sonata Software Limited	-	-	4.49	-	4.49
	-	-	(4.50)	-	(4.50)
Dividend paid - Brown & Company PLC	-	-	0.57	-	0.57
	-	-	(0.74)	-	(0.74)
Rent and Maintenance Costs					
- Shalini Construction	-	-	0.69	-	0.69
	-	-	(0.54)	-	(0.54)
- Peninsula Estates	-	-	0.17	-	0.17
	-	-	(0.13)	-	(0.13)

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

ii) Details of transactions entered into with the related parties: (Contd.)

(Rs. in Crores)

	Enterprise/ Individuals having direct or indirect control	Key management personnel	Companies / firms in which Directors / Key Management Personnel have significant influence	Employees Trust	Total
	Transaction value	Transaction value	Transaction value	Transaction value	Transaction value
Insurance Expenses Raheja QBE General Insurance Company Limited	-	-	0.01	-	0.01
	-	-	(0.02)	-	(0.02)
Investments made in the funds of the Company					
- Hathway Cable & Datacom Limited	-	-	-	-	-
	-	-	(10.71)	-	(10.71)
Remuneration					
Short term employee benefits (including commission & sitting fees)	-	25.02	-	-	25.02
	-	(22.14)	-	-	(22.14)
Post Retirement Benefits	-	1.73	-	-	1.73
	-	(1.41)	-	-	(1.41)

figures for the previous years are in bracket

iii) Details of amounts due to or due from related parties as at March 31, 2019 and March 31, 2018 are as follows:

(Rs in crores)

Particulars	As at March 31, 2019	As at March 31, 2018
Trade Payables		
- Brown & company PLC	0.24	0.17
- Klevenberg (Pvt) Limited	0.19	0.11
- Browns Thermal Engineering (Pvt) Limited	0.73	0.61
Trade Receivables		
- Brown & company PLC	27.08	23.59
- Klevenberg (Pvt) Limited	5.55	5.86
- Browns Thermal Engineering (Pvt) Limited	0.28	0.26
Investnments made in the funds of the Company		
- Hathway Cable & Datacom Limited	10.17	10.17
Contribution to Employees Benefit Plans payable		
- The Chloride Officers' Provident Fund	1.71	1.53
Remuneration payable to Directors (Short term employee benefits)	6.83	6.01

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended March 31, 2019, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (PY: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

50 ACTUARIAL METHOD AND ASSUMPTIONS RELATED TO INSURANCE BUSINESS

Liability for policies in force of the insurance business of the group ('the Liability') is determined by the Appointed Actuary in accordance with generally accepted actuarial practice as well as the requirements of the Insurance Act, 1938 and the regulations notified by IRDAI and relevant actuarial practice standards issued by Institute of Actuaries of India, Insurance Act, 1938 and the regulations notified by Insurance Regulatory and Development Authority of India and relevant actuarial practice standards issued by Institute of Actuaries of India.

(a) Traditional individual business

The Liability on a policy is calculated using the 'Gross Premium Method', representing the present value of expected future outgo including benefits (including future bonuses for participating policies) and future expenses less present value of expected future premium. Further, a reserve for death claims that may have been incurred but not yet reported to the Company (IBNR) is also maintained. The reserves for the Best Years Retirement Plan, Exide Life New Best Year Retirement Plan,Exide Life Golden Years and Exide Life Assured Return have been set up as the sum of the policy fund balances as at 31 March 2018 plus additional reserves for excess of expenses over policy charges.

The assumptions used for calculating the liability are provided below:

i. Mortality & morbidity:

Mortality is considered according to the Indian Assured Lives Mortality Table (2006-08) - Modified Ultimate\ Annuitant tables a9698 and varies between 60% and 180% of the table (last year 70% and 180% of Indian Assured Lives Mortality Table (2006-08). Morbidity assumption is based on the CIBT 93 Table. For CI riders, mortality assumption is 60.8% (Last Year's 60.8%). For term products, mortality assumption varies between 20.5% - 100% of the Indian Assured Lives Mortality Table (2006-08) - Modified Ultimate (Last Year mortality assumptions for term products were 33% - 100% of the Indian Assured Lives Mortality Table (2006-08)).

ii. Expenses:

Appropriate allowance for maintenance expenses increasing with inflation has been made. Provision for initial and renewal commission has been made at actual rates payable.

iii. Valuation discount rate:

Between 6.0% to 7.65% p.a. for all products (Last Year between 6.0% to 6.75% p.a. for all products)

Assumptions on future bonus rates for participating business have been set to be consistent with valuation interest rate assumptions.

iv. Lapses:

Future policy lapses have been assumed based on the type of policy and the duration for which the policy has been in force. The lapse rates are based on current experience of the Company.

v. Longevity:

Mortality for annuity products are considered as per Indian annuitant table 96-98 : 63% up to age 80 & 81% thereafter of LIC a9698 with 1.3% p.a improvement.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

Margins for adverse deviation

The assumptions allow for suitable Margins for Adverse Deviation in the mortality, morbidity, expenses, lapses and valuation discount rate assumptions as required under regulations and actuarial practice standards issued by The Institute of Actuaries of India.

(b) Linked individual business

The reserves held under the unit-linked products are the fund balances (unit reserve) as at 31 March 2019 plus non-unit reserves. Additional adjustments have also been made to allow for the following:

a) Unearned Premium Reserve in respect of mortality charge/rider charge deducted from the policyholder's account every month

b) IBNR reserve for death claims incurred but not reported to Company as on the valuation date.

c) Reserve to meet the guarantees for unit linked products.

d) Non Unit reserves are calculated by discounting future non unit cash flow, determined based on assumptions given below:

i. Mortality & Morbidity:

Mortality is considered according to the Indian Assured Lives Mortality Table (2006-08) - Modified Ultimate and is 100% of the table, (last year 100% of the table of Indian Assured Lives Mortality Table (2006-08)).

ii. Expenses:

Appropriate allowance for maintenance expenses increasing with inflation has been made. Provision for initial and renewal commission has also been made at actual rates payable.

iii. Valuation discount rate (for setting up of Non unit reserve):

4.5% p.a. (last year 4.5% p.a.)

iv. Unit growth rate:

3.5% to 9.5% (last year 3.5% to 9.5%) depending on the type of fund.

v. Longevity:

Mortality for annuity products are considered as per Indian annuitant table 96-98 : 63% up to age 80 & 81% thereafter of LIC a9698 with 1.3% p.a improvement.

Margins for adverse deviation

The assumptions allow for suitable Margins for Adverse Deviation in the mortality, morbidity, expenses, lapses and valuation discount rate assumptions as required under regulations.

(c) Group business:

Unearned Premium method for reserving is adopted for the Group yearly renewable term product. The Group Single Premium Mortgage/Credit products have been valued using the Gross Premium Method with allowance for future expected expenses.

Provision for IBNR reserve has also been made as appropriate.

(d) Linked group business:

The reserves held under the unit-linked products are the fund balances and non-unit balance as at 31 March 2019.

(e) Reinsurance credit

All products other than Term/TROP products: The reinsurance credit is calculated on unearned premium basis, based on the expected reinsurance premium outgo.

Term/TROP products: Reinsurance credit is calculated based on cash-flow projections, by taking credit of expected reinsurance recoverables net of reinsurance premium payable in the future.

(f) Provision for freelook period

An additional reserve is held for policies that are expected to be cancelled during the Free Look period. The method used to estimate this reserve is given below:

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

a) A proportion of New Business Premium income during the period January 2019 to March 2019 is held as reserve.

b) The proportion is arrived on the basis of actual reserving strain due to free look cancellations at previous year.

The proportion is determined as: (Reserving strain from free look cancelled NB policies that are sold during January 2018 - March 2018) / (NB Premium Income for the period January 2018 - March 2018)

Expected number of free look cancellations is calculated on the basis of the past experience and it is assumed that the business sold three months prior to the valuation date has a potential for cancellation.

The proportion varies by line of business. Based on latest study, the proportion is in the range of ~1%

Discontinued Fund (Unit Linked): As per the regulations, the fund value of lapsed policies is transferred to a separate fund namely, Discontinued Fund (UL), the returns for this funds are guaranteed as per Regulation 11 of IRDAI (Treatment of Discontinued Linked Insurance Policies) Regulations, 2010

Discontinued Fund (VIP Pension): As per the regulations, the fund value of lapsed policies is transferred to a separate fund namely, Discontinued Fund (Pension), the returns for this funds are guaranteed as per Regulation 11 of IRDAI (Treatment of Discontinued Linked Insurance Policies) Regulations, 2010

51 SEGMENT REPORTING

The Group's business has three operating segments based on different products and services: 'Storage Batteries & allied products', 'Solar Lantern & Homelights' and 'Life Insurance business'. Storage batteries & allied products and life insurance business are the only reportable segments. Non reportable segment is shown as others. The products/services included in each of the reported business segments are as follows:

a) Storage batteries & allied products - The holding company and some of its subsidiaries manufactures lead acid storage batteries and allied products. The Company has identified two operating segments viz, Automotive and Industrial. As per Ind AS - 108: Operating Segments, due to similar nature of products, production process, customer types, etc., the two operating segments have been aggregated as single operating segment of "storage batteries and allied products" during the year.

b) Life Insurance business - This segment relates to the life insurance business carried by the Group.

Notes to Consolidated Financial Statements
for the year ended 31st March 2019

Operating Segments
31st March 2019

(Rs in Crores)

Particulars	Storage batteries & allied products	Life Insurance business	Others	Total
Revenue from operations (Gross)	10,878.77	3,788.00	54.11	**14,720.88**
Segment Results	1,128.21	(16.44)	1.26	**1,113.03**
Finance Cost	-	-	-	(12.19)
Other income	-	-	-	39.88
Profit before exceptional items and tax				**1,140.72**
Exceptional Items	-	-	-	108.29
Profit before tax				**1,249.01**
Tax expenses	-	-	-	(401.66)
Profit after tax				**847.35**
Depreciation and amortization	327.53	15.78	0.23	343.54

(Rs in Crores)

Particulars	Storage batteries & allied products	Life Insurance business	Others	Total
Segment assets	6,326.30	13,717.65	35.68	20,079.63
Unallocated assets	-	-	-	2,361.32
Total assets				22,440.95
Segment liabilities	2,175.17	13,829.61	26.00	16,030.78
Unallocated liabilities	-	-	-	270.31
Total Liabilities				16,301.09
Additions to non-current assets (other than financial instruments)	825.57	40.64	-	866.21

There are no material non-cash expenditure other than depreciation and amortisation incurred by the group.

31st March 2018

(Rs in Crores)

Particulars	Storage batteries & allied products	Life Insurance business	Others	Total
Revenue from operations (Gross)	9,750.92	3,308.39	23.47	13,082.78
Segment Results	1,039.43	(9.17)	1.07	1,031.33
Finance Cost	-	-	-	(9.28)
Other income	-	-	-	67.65
Profit before exceptional items and tax				**1,089.70**
Exceptional Items	-	-	-	(41.83)
Profit before tax				**1,047.87**
Taxes	-	-	-	(353.77)
Profit after tax				**694.10**
Depreciation and amortization	257.16	9.93	0.12	267.21

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

(Rs in Crores)

Particulars	Storage batteries & allied products	Life Insurance business	Others	Total
Segment assets	5,475.20	12,201.00	3.58	17,679.78
Unallocated assets	-	-	-	2,142.44
Total assets				19,822.22
Segment liabilities	2,037.39	12,119.39	8.84	14,165.62
Unallocated liabilities	-	-	-	209.33
Total Liabilities				14,374.95
Additions to non-current assets (other than financial instruments)	777.61	19.42	-	797.03

There are no material non-cash expenditure other than depreciation and amortisation incurred by the group

Geographical Segments

The Group primarily operates in India and therefore the analysis of geographical segment is demarcated into its Indian and Overseas operations as under:

31st March 2019

(Rs. in Crores)

Particulars	India	Overseas	Total
Revenue from operations (Gross)	13,805.74	915.14	14,720.88
Non-current assets other than financial assets	3,560.90	57.32	3,618.22

31st March 2018

(Rs. in Crores)

Particulars	India	Overseas	Total
Revenue from operations (Gross)	12,427.19	655.59	13,082.78
Non-current assets other than financial assets	3,032.55	58.88	3,091.43

The Group is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer.

52 FAIR VALUES

A. Measurement of fair values

A number of the accounting policies and disclosures require the measurement of fair values of assets and liabilities. The Group has an established control framework with respect to the measurement of fair values. The Management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the Management assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e.as prices) or indirectly (i.e. derived from prices).

- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

52 FAIR VALUES (CONTD.)

B. Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy as at 31 March 2019:

(Rs. in Crores)

	Note	Carrying amount					Fair value			
		FVTPL	Other financial assets - amortised cost	FVOCI	Other financial liabilities	Total carrying amount	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value										
Investments	5,6,11 & 12	2,703.84	7,966.02	3,658.13	-	14,327.99	13,822.65	288.64	403.40	**14,514.69**
		2,703.84	**7,966.02**	**3,658.13**	**-**	**14,327.99**				
Financial assets not measured at fair value *										
Trade receivables	7 & 13	-	1,245.21	-	-	1,245.21				
Cash and cash equivalents	14	-	340.94	-	-	340.94				
Other bank balances	15	-	8.95	-	-	8.95				
Loans and deposits	8 & 16	-	57.95	-	-	57.95				
Other financial assets	17	-	367.84	-	-	367.84				
		-	**2,020.89**	**-**	**-**	**2,020.89**				
Financial liabilities not measured at fair value										
Borrowings	22 & 29	-	-	-	84.86	84.86	-	84.86	-	**84.86**
Trade payables*	23 & 30	-	-	-	1,582.09	1,582.09				
Other financial libailities *	24 & 31	-	-	-	472.60	472.60				
		-	**-**	**-**	**2,139.55**	**2,139.55**				

* The Group has not disclosed the fair values of these financial instruments because their carrying amounts are a reasonable approximation of fair value.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

52 FAIR VALUES (CONTD.)

B. Accounting classifications and fair values (Contd.)

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy as at 31 March 2018:

(Rs. in Crores)

	Note	Carrying amount					Fair value			
		FVTPL	Other financial assets - amortised cost	FVOCI	Other financial liabilities	Total carrying amount	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value										
Investments	5,6,11 & 12	2,631.46	6,700.06	3,158.98	-	12,490.50	12,074.57	230.65	287.37	**12,592.59**
		2,631.46	**6,700.06**	**3,158.98**	**-**	**12,490.50**				
Financial assets not measured at fair value *										
Trade receivables	7 & 13	-	1,095.03	-	-	1,095.03				
Cash and cash equivalents	14	-	308.60	-	-	308.60				
Other bank balances	15	-	8.86	-	-	8.86				
Loans and deposits	8 & 16	-	48.86	-	-	48.86				
Other financial assets	17	-	372.76	-	-	372.76				
		-	**1,834.11**	**-**	**-**	**1,834.11**				
Financial liabilities not measured at fair value										
Borrowings	22 & 29	-	-	-	59.23	59.23	-	59.23	-	**59.23**
Trade payables *	23 & 30	-	-	-	1,524.12	1,524.12				
Other financial libailities *	24 & 31	-	-	-	445.56	445.56				
		-	**-**	**-**	**2,029.49**	**2,029.49**				

* The Group has not disclosed the fair values of these financial instruments because their carrying amounts are a reasonable approximation of fair value.

The fair value of equity instruments designated as FVTOCI and FVTPL and unquoted investments on account of policy loan are determined using Level 3 inputs like discounted cash flows, net asset value approach. Significant unobservable inputs comprise long term growth rates, market conditions of the specific industry etc. However, the changes in the fair values due to changes in unobservable inputs will not be material to the financial statements.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

53 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

A Related to Business other than insurance

The Group's financial liabilities comprise short-term borrowings, capital creditors and trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's financial assets include trade and other receivables, cash and cash equivalents and deposits. The Group also holds investments.

The Group has a Risk Management Committee that ensures that risks are identified, measured and managed in accordance with Risk Management Policy of the Group. The Board of Directors also review these risks and related risk management policy.

The market risks and credit risks are further explained below:

I) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include investments, trade payables, trade receivables, etc.

(i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities. Such foreign currency exposures are not hedged by the Group. The Group has a treasury department which monitors the foreign exchange fluctuations on the continuous basis and advises the management of any material adverse effect on the Group.

Foreign currency sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities.

	Changes in exchange rate	Foreign currency Payable (net)	Effect on profit before tax
	%	(Rs. in Crores)	(Rs. in Crores)
March 31, 2019	5%	3.55	(0.18)
	-5%		0.18
March 31, 2018	5%	147.14	(7.36)
	-5%		7.36

(ii) Equity price risk

The Group's listed and non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Group manages the equity price risk through diversification and by placing limits on individual and total equity instruments / mutual funds. Reports on the investment portfolio are submitted to the Group's management on a regular basis. The Group's Board of Directors reviews and approves all investment decisions.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

Equity price sensitivity

The following table shows the effect of price changes in listed equity

	Changes in price / NAV	Investment	Effect on total comprehensive income
	%	(Rs. in Crores)	(Rs. in Crores)
March 31, 2019	5%	25.84	0.84
	-5%		(0.84)
March 31, 2018	5%	26.31	0.86
	-5%		(0.86)

II) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables).

Trade receivables

A significant part of the Group's sales are under the 'cash and carry' model which entails no credit risk. For others, an impairment analysis is performed at each reporting date on an individual basis for all the customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on historical data of credit losses. The maximum exposure to credit risk at the reporting date is the carrying value of trade receivables disclosed in Note 7 and 13 as the Group does not hold collateral as security. The Group has evaluated the concentration of risk with respect to trade receivables as low, as its customers are from several industries.

The Group's historical experience of collecting receivables and the level of default indicate that credit risk is low and generally uniform across markets; consequently, trade receivables are considered to be a single class of financial assets. All overdue customer balances are evaluated taking into account the age of the dues, specific credit circumstances, the track record of the counterparty etc. Loss allowances and impairment is recognised, where considered appropriate by responsible management.

The movement of the allowance for impairment in trade receivables is as follows:

(Rs. in Crores)

	Expected credit loss	
	March 31, 2019	March 31, 2018
Opening Balance	10.51	9.34
Add: Provisions	-	1.17
Less: reversals	0.25	-
Closing Balance	10.26	10.51

III) Liquidity risk

Liquidity risk is the risk that the Group will face in meeting its obligations associated with its financial liabilities. The Group's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

The Group maintained a cautious liquidity strategy, with a positive cash balance throughout the year ended 31 March 2019 and 31 March 2018. Cash flow from operating activities provides the funds to service the financial liabilities on a day-to-day basis.

The Group regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits and other highly marketable debt investments with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

The following table shows the maturity analysis of the Group's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date.

March 31, 2019

(Rs. in Crores)

Particulars	Contractual cash flows 1 year or less	More than 1 year	Total Carrying Amount
Liabilities			
Borrowings	75.11	9.75	84.86
Trade and other payables	1,287.41	5.23	1,292.64
Other financial liabilities	403.01	2.73	405.74
	1,765.53	**17.71**	**1,783.24**

March 31, 2018

(Rs. in Crores)

Particulars	Contractual cash flows 1 year or less	More than 1 year	Total Carrying Amount
Liabilities			
Borrowings	50.33	8.90	59.23
Trade and other payables	1,218.44	4.73	1,223.17
Other financial liabilities	354.61	2.62	357.23
	1,623.38	**16.25**	**1,639.63**

B Related to insurance business

The Group is exposed to financial risk, such as market risk (fluctuations in exchange rates, interest rates and price risk), credit risk and liquidity risk. The general risk management program of the Group focuses on the unpredictability of the financial markets, and attempts to minimize their potential negative influence on the financial performance of the Group. The Group continuously reviews its risk exposures and takes measures to limit it to acceptable levels. The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework.

I) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Credit risk arises from credit exposures from customers, cash and cash equivalents held with banks and current and non-current debt investments.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

The following policies and procedures are in place to mitigate the Group's exposure to credit risk:

a) Group's credit risk policy which sets out the assessment and determination of what constitutes credit risk for the it. Compliance with the policy is monitored and exposures and breaches are reported to the Group's risk committee. The policy is regularly reviewed for pertinence and for changes in the risk environment.

b) Net exposure limits are set for each counterparty or group of counterparties, geographical and industry segment (i.e., limits are set for investments and cash deposits, foreign exchange trade exposures and minimum credit ratings for investments that may be held).

c) Reinsurance is placed with counterparties that have a good credit rating and concentration of risk is avoided by following policy guidelines in respect of counterparties' limits that are set each year by the board of directors and are subject to regular reviews. At each reporting date, management performs an assessment of creditworthiness of reinsurers and updates the reinsurance purchase strategy, ascertaining suitable allowance for impairment.

d) The Group sets the maximum amounts and limits that may be advanced to corporate counterparties by reference to their long–term credit ratings.

The table below provides information regarding the credit risk exposure of the Group by classifying assets according to the Euroland Credit Agency's credit ratings of the counterparties. AAA is the highest possible rating. Assets that fall outside the range of AAA to BBB are classified as speculative grade.

31 March 2019

(Rs in crores)

Particulars	AAA	AA	AA-	D	Not rated	Unit linked	Total
a) Financial Instruments :-							
Amortized cost financial assets							
- Debt securities	7,561.51	22.57	4.50	6.25	371.18	-	7,966.01
- Equity securities	-	-	-	-	-	-	-
- Mutual Funds	-	-	-	-	-	-	-
Financial assets at FVTOCI							
- Debt securities	3,113.51	19.36	15.54	18.75	-	-	3,167.16
- Equity securities	-	-	-	-	431.97	-	431.97
- Mutual Funds	-	-	-	-	-	-	-
Financial assets at FVTPL							
- Debt securities	-	-	-	-	-	750.99	750.99
- Equity securities	-	-	-	-	82.68	1,148.15	1,230.83
- Mutual Funds	346.43	-	-	-	-	100.23	446.66
Total							**13,993.62**
b) Reinsurance assets	-	-	-	-	82.40	-	82.40
c) Insurance receivables	-	-	-	-	110.25	-	110.25
d) Cash and short term deposits	246.00	-	-	-	-	-	246.00
Total credit risk exposure	**11,267.45**	**41.93**	**20.04**	**25.00**	**1,078.48**	**1,999.37**	**14,432.27**

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

31 March 2018

(Rs in crores)

Particulars	AAA	AA	AA-	D	Not rated	Unit linked	Total
a) Financial Instruments :-							
Amortized cost financial assets							
- Debt securities	6,349.57	61.57	4.50	-	284.39	-	6,700.03
- Equity securities	-	-	-	-	-	-	-
- Mutual Funds	-	-	-	-	-	-	-
Financial assets at FVTOCI							
- Debt securities	2,548.26	-	15.63	-	-	-	2,563.89
- Equity securities	-	-	-	-	540.21	-	540.21
- Mutual Funds	-	-	-	-	-	-	-
Financial assets at FVTPL							
- Debt securities	-	-	-	-	-	757.29	757.29
- Equity securities	-	-	-	-	102.47	1,210.24	1,312.71
- Mutual Funds	259.26	-	-	-	-	67.37	326.63
Total							**12,200.76**
b) Reinsurance assets	-	-	-	-	55.10	-	55.10
c) Insurance receivables	-	-	-	-	96.57	-	96.57
d) Cash and short term deposits	209.92	-	-	-	-	-	209.92
Total credit risk exposure	**9,367.01**	**61.57**	**20.13**	**-**	**1,078.74**	**2,034.90**	**12,562.35**

II) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. In respect of catastrophic events, there is also a liquidity risk associated with the timing differences between gross cash out–flows and expected reinsurance recoveries.

Liquidity risk is held at low levels through effective cash flow management and availability of adequate cash. Cash flow forecasting is performed internally by rolling forecasts of the Group's liquidity requirements to ensure that it has sufficient cash to meet operational needs, to fund scheduled investments and comply with other covenants.

The following policies and procedures are in place to mitigate the Group's exposure to liquidity risk:

a) Group's liquidity risk policy which sets out the assessment and determination of what constitutes liquidity risk for the Group. Compliance with the policy is monitored and exposures and breaches are reported to the Group's risk committee. The policy is regularly reviewed for pertinence and for changes in the risk environment.

b) Guidelines are set for asset allocations, portfolio limit structures and maturity profiles of assets, in order to ensure sufficient funding available to meet insurance and investment contracts obligations.

c) Contingency funding plans are in place, which specify minimum proportions of funds to meet emergency calls as well as specifying events that would trigger such plans.

The table below details the Group's remaining contractual maturity for its financial liabilities. The contractual cash flows reflect the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

31 March 2019

(Rs in crores)

Particulars	Contractual cash flows			Total carrying value
	1 year or less	1 year to 5 years	5 years or more	
Assets				
Amortized cost financial assets	143.76	280.06	7,542.17	7,965.99
Financial assets at FVTOCI	55.20	329.67	3,214.24	3,599.11
Financial assets at FVTPL	632.38	171.58	1,624.54	2,428.50
Loans and receivables	1.63	-	18.94	20.57
Reinsurance assets	-	-	82.40	82.40
Insurance receivables	110.25	-	-	110.25
Other financial assets	329.46	-	-	329.46
Cash and cash equivalents	246.00	-	-	246.00
Total	**1,518.68**	**781.31**	**12,482.29**	**14,782.28**
Liabilities				
Insurance contract liabilities :				
with DPF	(780.69)	(859.46)	33,969.48	32,329.33
without DPF	(364.83)	(378.78)	9,905.65	9,162.04
Investment contract liabilities :				
with DPF	-	-	-	-
without DPF	52.36	500.88	693.10	1,246.34
Trade and other payables	289.45	-	-	289.45
Other financial liabilities	66.39	-	0.47	66.86
Other liabilities	52.34	-	-	52.34
Total	**(684.98)**	**(737.36)**	**44,568.70**	**43,146.36**
Total liquidity gap	**(2,203.66)**	**(1,518.67)**	**32,086.41**	**28,364.08**

31 March 2018

(Rs in crores)

Particulars	Contractual cash flows			Total carrying value
	1 year or less	1 year to 5 years	5 years or more	
Assets				
Amortized cost financial assets	120.35	415.05	6,164.63	6,700.03
Financial assets at FVTOCI	40.12	276.99	2,787.00	3,104.11
Financial assets at FVTPL	559.28	110.46	1,726.89	2,396.63
Loans and receivables	10.33	-	-	10.33
Reinsurance assets	-	-	55.10	55.10
Insurance receivables	96.57	-	-	96.57
Other financial assets	342.38	-	-	342.38
Cash and cash equivalents	209.92	-	-	209.92
Total	**1,378.95**	**802.50**	**10,733.62**	**12,915.07**
Liabilities				
Insurance contract liabilities:				
with DPF	(751.46)	(1,052.90)	30,368.08	28,563.72
without DPF	(360.66)	(908.51)	8,286.59	7,017.42
Investment contract liabilities:				
with DPF	-	-	-	-
without DPF	49.91	460.93	721.62	1,232.46
Trade and other payables	300.95	-	-	300.95
Other financial liabilities	88.33	-	0.58	88.91
Other liabilities	42.81	-	-	42.81
Total	**(630.12)**	**(1,500.48)**	**39,376.87**	**37,246.27**
Total liquidity gap	**(2,009.07)**	**(2,302.98)**	**28,643.25**	**24,331.20**

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

III) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity/commodity prices – will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Group is primarily exposed to risk arising due to changes in interest rates and equity prices impacting the Group's value of holdings of financial instruments.

The following policies and procedures are in place to mitigate the Group's exposure to market risk:

a) Group's Investment policy and liquidity risk policy which sets out the assessment and determination of what constitutes market risk for the Group. Compliance with these policies is monitored and exposures and breaches are reported to the Group's risk committee. The policy is regularly reviewed for pertinence and for changes in the risk environment.

b) Guidelines are set for asset allocation and portfolio limit structure, to ensure that assets back specific policyholders' liabilities and that assets are held to deliver income and gains for policyholders which are in line with their expectations and management of interest sensitivity of products sold. Market risk is also managed by setting risk limits such as Earnings at Risk and Regulatory capital at risk and risk is managed to be within these limits.

c) The Group stipulates diversification benchmarks by type of instrument, as it is exposed to guaranteed benefits when interest rates fall.

IV) Currency risk

"Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates." The Group has no significant concentration of currency risk.

V) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing instruments will fluctuate because of fluctuations in market interest rates. The Group's ALM policy requires it to manage interest rate risk by maintaining an appropriate mix of instruments. The policy also requires it to manage the maturities of interest bearing financial assets and interest bearing financial liabilities. The Group monitors the Duration Gap and cash flow matching on regular basis to manage this risk.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

Exposure to interest rate risk

The Group's interest rate risk primarily arises on account of investments in interest bearing securities. The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows.

(Rs in crores)

Particulars	Carrying amount	
	31 March 2019	31 March 2018
Fixed-rate instruments		
Financial assets :		
a) Government securities and government guaranteed bonds including treasury bills	8,473.69	7,043.25
b) Debentures/ bonds	703.87	673.92
c) Investments in infrastructure and social sector bonds	2,295.51	1,987.20
d) Others (CBLO & Policy Loan)	411.07	316.84
Financial liabilities	(13,513.43)	(11,877.76)
	(1,629.30)	**(1,856.55)**

VI) Equity price risk

Equity price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in equity prices (other than those arising from interest rate or foreign exchange rate risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or by factors affecting all similar financial instruments traded in the market. The Group's equity price risk exposure relates to financial assets and financial liabilities whose values will fluctuate as a result of changes in market prices, principally investment securities not held for the account of unit–linked business. The Group's Investment Mandates require it to manage such risks by setting and monitoring objectives and constraints on investments, diversification plans, limits on investments in each sector, security and market and exploration of use of any derivative financial instruments.

VII) Operational risks

Operational risk is the risk of loss arising from system failure, human error, fraud or external events. When controls fail to perform, operational risks can cause damage to reputation, have legal or regulatory implications or can lead to financial loss. The Group cannot expect to eliminate all operational risks, but by initiating a rigorous control framework and by monitoring and responding to potential risks, the Group is able to manage the risks. Controls include effective segregation of duties, access controls, authorisation and reconciliation procedures, staff education and assessment processes, including the use of internal audit. Business risks such as changes in environment, technology and the industry are monitored through the Group's strategic planning and budgeting process.

54 CAPITAL MANAGEMENT

A Related to Business other than insurance

The Group's objective when managing capital (defined as net debt and equity) is to safeguard the Group's ability to continue as a going concern in order to provide returns to shareholders and benefit for other stakeholders, while protecting and strengthening the balance sheet through the appropriate balance of debt and equity funding. The Group manages its capital structure and makes adjustments to it, in light of changes to economic conditions and strategic objectives of the Group.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

B Related to insurance business

The primary source of capital used by the Company is Equity . The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The capital requirements are routinely forecast on a periodic basis and assessed against both the forecast available capital and the expected internal rate of return, including risk and sensitivity analyses. The process is ultimately subject to approval by the Board.

55 The disclosures regarding details of specified bank notes held and transacted during 8th November 2016 to 30th December 2016 has not been made in these financial statements since the requirement does not pertain to financial year ended 31 March 2019

56 Movement of Policyholders' Funds, Funds for Discontinued Policies, Funds for Future Appropriation and Embedded Derivative liability

(Rs. in Crores)

Particulars	Movement during the year ended 31 March 2019				Movement during the year ended 31 March 2018			
	With DPF	Linked Business	Others	Total	With DPF	Linked Business	Others	Total
Gross Liability at the beginning of the year	5,752.93	1,856.19	2,967.86	10,576.98	4,718.83	2,020.92	2,452.09	9,191.84
Add/(Less)								
Expected Premium	1,380.63	164.53	477.72	2,022.88	1,184.66	130.06	398.59	1,713.31
Unwinding of the discount/ interested credited	537.10	158.18	431.46	1,126.74	428.35	176.87	219.64	824.86
Changes in valuation for expected future benefits	-	-	-	-	-	-	-	-
Insurance liabilities released	(752.10)	(403.24)	(154.80)	(1,310.13)	(543.14)	(607.50)	(26.80)	(1,177.44)
Undistributed participating policyholders surplus	70.00	-	-	70.00	29.95	-	-	29.95
Others - Non-unit liabilities	(95.62)	59.99	(112.01)	(147.65)	(65.72)	135.84	(75.66)	(5.54)
Gross Liability at the end of the year	**6,892.94**	**1,835.65**	**3,610.23**	**12,338.82**	**5,752.93**	**1,856.19**	**2,967.86**	**10,576.98**
Recoverable from Reinsurance	(0.27)	(0.12)	(82.02)	(82.41)	(0.24)	(0.10)	(54.76)	(55.10)
Net Liability	**6,892.68**	**1,835.53**	**3,528.21**	**12,256.42**	**5,752.69**	**1,856.09**	**2,913.10**	**10,521.88**
Closing UPPS included in gross liability at the end of the year	**141.50**	-	-	**141.50**	**71.51**	-	-	**71.51**

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

57 MOVEMENT OF INVESTMENT CONTRACTS LIABILITIES

(Rs. in Crores)

Particulars	Movement during the year ended 31 March 2019			Movement during the year ended 31 March 2018		
	Linked Business	Others	Total	Linked Business	Others	Total
At the beginning of the year	217.56	882.00	1,099.57	224.26	905.64	1,129.90
Additions						
Premium	15.41	39.99	55.39	35.09	40.12	75.21
Interest & Bonus credited to policyholders	18.38	76.51	94.89	17.75	78.62	96.37
Deductions						
Withdrawals/ Claims	59.72	115.02	174.74	59.01	141.43	200.44
Fee Income & Other Expenses	0.41	1.02	1.43	0.53	0.94	1.47
Others (to be specified)	-	-	-	-	-	-
At the end of the year	**191.22**	**882.46**	**1,073.68**	**217.56**	**882.01**	**1,099.57**

58 ADDITIONAL INFORMATION IN RESPECT OF NET ASSETS, PROFIT / LOSS AND OTHER COMPREHENSIVE INCOME OF EACH ENTITY WITHIN THE GROUP AND THEIR PROPORTIONATE SHARE OF THE TOTALS

(Rs. in Crores)

Name of the entity	As at March 31, 2019 Net Assets, i.e. Total assets minus total liabilities		2018-19 Share in Profit or Loss		2018-19 Share in Other Comprehensive Income		2018-19 Share in Total Comprehensive Income	
	As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount
Parent								
Exide Industries Limited (EIL)	97.51%	5,986.99	99.62%	844.05	-0.55%	(0.43)	91.16%	843.62
Indian Subsidiaries								
Chloride International Limited (CIL)	0.10%	6.42	0.08%	0.66	-	-	0.07%	0.66
Chloride Power Systems & Solutions Ltd. (CPSSL)	0.25%	15.59	0.17%	1.48	0.04%	0.03	0.16%	1.51
Chloride Metals Ltd. (CML)	2.27%	139.21	1.45%	12.31	-0.05%	(0.04)	1.33%	12.27
Exide Leclanche Energy Private Limited (ELEPL)	0.62%	38.34	-0.35%	(2.94)	-	-	-0.32%	(2.94)
Exide Life Insurance Company Limited (ELI)	18.85%	1,157.61	-0.66%	(5.57)	103.71%	80.97	8.15%	75.40
Foreign Subsidiaries								
Chloride Batteries S. E. Asia Pte Ltd. (CBSEA) & its wholly owned subsidiary (Exide Batteries Pvt. Ltd.)	0.96%	59.19	-0.14%	(1.19)	-	-	-0.13%	(1.19)
Espex Batteries Limited (ESPEX)	0.14%	8.39	0.14%	1.19	-	-	0.13%	1.19

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

58 ADDITIONAL INFORMATION IN RESPECT OF NET ASSETS, PROFIT / LOSS AND OTHER COMPREHENSIVE INCOME OF EACH ENTITY WITHIN THE GROUP AND THEIR PROPORTIONATE SHARE OF THE TOTALS (CONTD.)

(Rs. in Crores)

Name of the entity	As at March 31, 2019 Net Assets, i.e. Total assets minus total liabilities		2018-19 Share in Profit or Loss		2018-19 Share in Other Comprehensive Income		2018-19 Share in Total Comprehensive Income	
	As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount
Associated Battery Manufacturers (Ceylon) Ltd. (ABML)	0.36%	21.82	0.52%	4.44	-	-	0.48%	4.44
Non-controlling interest in all subsidiaries	0.54%	33.00	0.21%	1.80	-	-	0.19%	1.80
Adjustment arising out of consolidation	-21.60%	(1,326.70)	-1.04%	(8.88)	-3.15%	(2.46)	-1.22%	(11.34)
Total	**100%**	**6,139.86**	**100%**	**847.35**	**100%**	**78.07**	**100%**	**925.42**

59 RECONCILIATION OF LIABILITIES FROM FINANCING ACTIVITIES

(Rs. in Crores)

Particulars	Year	Opening balance	Cash Changes	Non-cash changes	Closing balance
Borrowings	2018-19	59.70	28.36	0.96	89.02
Borrowings	2017-18	186.63	(126.93)	-	59.70

60 INSURANCE RISK FRAMEWORK

The principal risk the Group faces under insurance contracts is that the actual claims and benefit payments or the timing thereof, differ from expectations. This is influenced by the frequency of claims, severity of claims, actual benefits paid and subsequent development of long–term claims. Therefore, the objective of the Group is to ensure that sufficient reserves are available to cover these liabilities.

The risk exposure is mitigated by diversification across a large portfolio of insurance contracts and geographical areas. The variability of risks is also improved by careful selection and implementation of underwriting strategy guidelines, as well as the use of reinsurance arrangements.

The Group purchases reinsurance as part of its risks mitigation programme. Reinsurance ceded is placed on both a proportional and non–proportional basis. The majority of proportional reinsurance is surplus reinsurance which is taken out to reduce the overall exposure of the Group to certain classes of business.

Life insurance contracts

Life insurance contracts offered by the Group include: whole life, term assurance,conventional endowment, deferred pensions, non-guaranteed annuity pensions, pure endowment pensions and mortgage protection. Investment contracts with DPF offered by the Group are deferred pensions.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

Whole life, endowment and term assurance are conventional regular premium products when lump sum benefits are payable on death or permanent disability and most of the products have Surrender Value.

Pensions are contracts where retirement benefits are converted to a form of annuity payable at retirement age. If death occurs before retirement, contracts generally return the value of the fund accumulated or premiums. Some of the contracts give the policyholder the option at retirement to take the annuity from open market allowing the policyholders the option of availing the highest available annuity from market. Under unitised pensions, a percentage of the premium is applied towards the purchase of accumulation units in one or more of the internal linked funds. Provision of additional death benefits may be provided by cancellation of units or through supplementary term assurance contracts. Certain personal pension plans also include contribution protection benefits that provide for payment of contributions on behalf of policyholders in periods of total disability.

Guaranteed annuities are single premium products which pay a specified payment to the policyholder while they are alive. Payments are generally fixed for the lifetime.

Death benefits of endowment products are subject to a guaranteed minimum amount. The maturity value usually depends on the investment performance of the underlying assets or may be fixed at inception. For contracts with DPF the guaranteed minimum may be increased by the addition of bonuses. These are set at a level that takes account of expected market fluctuations, such that the cost of the guarantee is generally met by the investment performance of the assets backing the liability. However, in circumstances where there has been a significant fall in investment markets, the guaranteed maturity benefits may exceed investment performance and these guarantees become valuable to the policyholder. Certain pure endowment pensions contain the option to apply the proceeds towards the purchase of an annuity earlier than the date shown on the contract or to convert the contract to ‘paid up’ on guaranteed terms. The mortgage protection contracts offered by the Group provide pure risk cover only.

The main risks that the Group is exposed to are as follows:

> Mortality risk – risk of loss arising due to policyholder death experience being different than expected

> Morbidity risk – risk of loss arising due to policyholder health experience being different than expected

> Longevity risk – risk of loss arising due to the annuitant living longer than expected

> Investment return risk – risk of loss arising from actual returns being different than expected

> Expense risk – risk of loss arising from expense experience being different than expected

> Policyholder decision risk – risk of loss arising due to policyholder experiences (lapses and surrenders) being different than expected

These risks do not vary significantly in relation to the location of the risk insured by the Group, type of risk insured or by industry.

The Group’s underwriting strategy is designed to ensure that risks are well diversified in terms of type of risk and level of insured benefits. This is largely achieved through diversification across industry sectors and geography, the use of medical screening in order to ensure that pricing takes account of current health conditions and family medical history, regular review of actual claims experience and product pricing, as well as detailed claims’ handling procedures.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

The following tables show the concentration of life insurance contract liabilities and investment contract liabilities with DPF by type of contract.

31 March 2019

(Rs. in Crores)

Particulars	Gross			Net		
	Insurance contract and investment contract liabilities with DPF	Insurance contract liabilities without DPF	Total gross insurance contract liabilities and investment contract liabilities with DPF	Insurance contract and investment contract liabilities with DPF	Insurance contract liabilities without DPF	Net of insurance contract liabilities and investment contract liabilities with DPF
Whole llife	1,72,98,885	-	1,72,98,885	1,72,98,885	-	1,72,98,885
Term assurance	-	21,02,124	21,02,124	-	12,83,511	12,83,511
Guaranteed annuity pensions	-	-	-	-	-	-
Pure endowment pensions	-	-	-	-	-	-
Mortgage endowments	-	-	-	-	-	-
Total life insurance	5,02,15,486	5,23,56,870	10,25,72,356	5,02,12,803	5,23,54,143	10,25,66,946
Unitised pensions	-	-	-	-	-	-
Total investment contracts with DPF	-	1,07,36,851	1,07,36,851	-	1,07,36,851	1,07,36,851
Total	**6,75,14,371**	**6,51,95,845**	**13,27,10,215**	**6,75,11,687**	**6,43,74,504**	**13,18,86,192**

31 March 2018

(Rs. in Crores)

Particulars	Gross			Net		
	Insurance contract and investment contract liabilities with DPF	Insurance contract liabilities without DPF	Total gross insurance contract liabilities and investment contract liabilities with DPF	Insurance contract and investment contract liabilities with DPF	Insurance contract liabilities without DPF	Net of insurance contract liabilities and investment contract liabilities with DPF
Whole llife	1,45,63,755	-	1,45,63,755	1,45,63,755	-	1,45,63,755
Term assurance	-	7,46,245	7,46,245	-	4,19,707	4,19,707
Guaranteed annuity pensions	-	-	-	-	-	-
Pure endowment pensions	-	-	-	-	-	-
Mortgage endowments	-	-	-	-	-	-
Total life insurance	4,22,50,432	5,84,78,908	10,07,29,340	4,22,48,000	5,82,56,857	10,05,04,857
Unitised pensions	-	-	-	-	-	-
Total investment contracts with DPF	-	10,996	10,996	-	10,996	10,996
Total	**5,68,14,187**	**5,92,36,149**	**11,60,50,336**	**5,68,11,755**	**5,86,87,559**	**11,54,99,315**

The geographical concentration of the Group's life insurance contract liabilities and investment contract liabilities with DPF is within India only.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

The assumptions that have substantial impact on statement of financial position and statement of profit and loss of the Group are listed below:-

Portfolio assumptions by type of business impacting net liabilities	Mortality and morbidity rates		Persistency		Investment return		Expenses	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Non Participating Endowment	66% -180% of LIC 06-08	72% -180% of LIC 06-08	Lapse rate for RP: 10% in year 1, 5% in year 2 and 0% thereafter	Lapse rate for RP: 10% in year 1, 5% in year 2 and 0% thereafter For LP: 5% in year 1 and 0% thereafter	6% to 7.65%	6% to 6.75%	INR 81.32 to INR 801.41	INR 78.19 to INR 770.59
Term Plans	20.5% -100% of LIC 06-08	33% -100% of LIC 06-08	Lapse rate for RP: 10% in year 1, 5% in year 2 and 0% thereafter For LP: 10% in year 1, 3% to 5% in year 2 and 0% thereafter	Lapse rate for RP: 10% in year 1, 5% in year 2 and 0% thereafter For LP: 10% in year 1, 3% to 5% in year 2 and 0% thereafter	6.00%	6.00%	INR 525.37 - INR 664.56	INR 505.16 - INR 639
Unit Linked	100% of LIC 06-08	100% of LIC 06-08	Paid-up rates: 24% year 1,8% year2, 24%, year3 ,20%, in year 4,5,6 and 12% thereafter	Paid-up rates: 24% year 1,8% year2, 24%, year3 ,20%, in year 4,5,6 and 12% thereafter	4.50%	4.50%	INR 771.24	INR 741.58
Pension	100% of LIC 06-08	100% of LIC 06-08	Paid-up rates 24% to 45% in year 1, 6% to 20% in year 2, 4% to 15% in year 3, 4% to 10% in year 4 and 4% to 5% thereafter	Paid-up rates 24% to 45% in year 1, 6% to 20% in year 2, 4% to 15% in year 3, 4% to 10% in year 4 and 4% to 5% thereafter	4.50%	4.50%	INR 369.89 To INR 801.41	INR 355.66 To INR 770.59
Participating Endowment	100% -148.50% of LIC 06-08	100% -148.50% of LIC 06-08	Lapse rate for RP: 10% in year 1, 5% in year 2 and 0% thereafter For LP: 5% in year 1 and 0% thereafter	Lapse rate for RP: 10% in year 1, 5% in year 2 and 0% thereafter For LP: 5% in year 1 and 0% thereafter	6.50%	6.50%	INR 388.59 To INR 801.41	INR 373.64 To INR 770.59

Sensitivity analysis

The following analysis is performed for reasonably possible movements in key assumptions with all other assumptions held constant, showing the impact on gross and net liabilities, profit before tax and equity. The correlation of assumptions will have a significant effect in determining the ultimate claims liabilities, but to demonstrate the impact due to changes in assumptions, assumptions had to be changed on an individual basis.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

It should be noted that movements in these assumptions are non–linear. Sensitivity information will also vary according to the current economic assumptions, mainly due to the impact of changes to both the intrinsic cost and time value of options and guarantees. When options and guarantees exist, they are the main reason for the asymmetry of sensitivities. The method used for deriving sensitivity information and significant assumptions made did not change from the previous period.

Insurance contracts (In lacs)

(Rs. in Crores)

Particulars	31 March 2019					31 March 2018			
	Change in assumptions	Increase/ (decrease) on gross liabilities	Increase/ (decrease) on net liabilities	Increase/ (decrease) on profit before tax	Increase/ (decrease) on equity	Increase/ (decrease) on gross liabilities	Increase/ (decrease) on net liabilities	Increase/ (decrease) on profit before tax	Increase/ (decrease) on equity
Mortality/ morbidity rate	+10%	13,250	13,250	13,250	-	10,404	10,404	10,404	-
Longevity	+10%								
Investment return	+1%								
Expenses	+10%	6,830	6,830	6,830	-	4,025	4,025	4,025	-
Lapse and surrenders rate	+10%	(376)	(376)	(376)	-	(171)	(171)	(171)	-
Discount rate	+1%	(89,728)	(89,728)	(89,728)	-	(70,126)	(70,126)	(70,126)	-
Mortality/ morbidity rate	-10%	(11,857)	(11,857)	(11,857)	-	(13,069)	(13,069)	(13,069)	-
Longevity	-10%								
Investment return	-1%								
Expenses	-10%	(6,640)	(6,640)	(6,640)	-	(45,641)	(45,641)	(45,641)	-
Lapse and surrenders rate	-10%	600	600	600	-	395	395	395	-
Discount rate	-1%	1,65,452	1,65,452	1,65,452	-	75,338	75,338	75,338	-

61 INVESTMENTS

a) The Company is maintaining separate funds for Shareholders and Policyholders as per section 11 (1B) of the Insurance Act, 1938. Investments and related incomes are segregated between Participating, Non-Participating, Unit Linked, VIP Non Par Pension, Annuity and Pension funds.

Investments are specifically purchased and held for the policyholders and shareholders independently. The income relating to these investments is recognized in the respective policyholders' / shareholders' account.

Investments are recorded at trade date on cost including acquisition charges (such as brokerage and related taxes), and exclude pre-acquisition interest paid, if any, on purchase.

Notes to Consolidated Financial Statements

for the year ended 31st March 2019

b) The Company manages its business based on segments viz. Participating, Annuity, VIP Non Par Pension, Pension Individual, Non Participating, Unit Linked and Shareholders' Funds driving the business model test for investments. Accordingly, investments in each of these business have been analyzed as a portfolio and classifiied/measured accordingly. The classification has been tabulated as under:-

Segment Name	Type of Security	Classification under Ind AS
Par, VIP Non Par Pension, Pension Individual and Annuity	Debt securities	Amortized cost
	Equity securities	Fair value through OCI
	Mutual Funds	Fair value through profit and loss
Non Participating and Shareholders' funds	Debt securities	Fair value through OCI
	Equity securities	Fair value through profit and loss
	Mutual Funds	Fair value through profit and loss
Unit linked	All securities	Fair value through profit and loss

62 OPERATING LEASE COMMITMENTS

Rent and Hire charges include Rs.45.76 Crs (PY Rs. 67.90 crs) towards lease of residential apartments, Office premises and Godowns. These are cancellable leases, renewable by mutual agreement. The lease term is for various number of years and renewable for further periods as per the lease agreements at the option of the company. In lease agreements, escalation clauses are present; however there are no restrictions imposed by the lease agreements. There are no sub-leases.

The future minimum lease amounts under non-cancellable operating lease are payable as follows:

(Rs. in Crores)

Particulars	March 31, 2019	March 31, 2018
Not later than one financial year	33.41	32.62
Later than one financial year but not later than five financial years	106.90	104.77
Later than five financial years	7.59	29.76

63 Exceptional Item for current year represents profit on sale of property at Guindy, Tamil Nadu and for previous year represents expenses incurred towards settlement of dispute with Exide Technologies,USA, in relation to the usage of the name or mark "Exide" in India.

As per our report of even date.

For B S R & Co. LLP
Chartered Accountants
Firm Registration Number: 101248W/W-100022

For and on behalf of Board of Directors of **Exide Industries Limited**
CIN No.: L31402WB1947PLC014919

Sd/-
Jayanta Mukhopadhyay
Partner
Membership No. 055757

Sd/-
J. Kumar
Company Secretary & EVP-Legal & Admin
ACS: 11159

Sd/-
A. K. Mukherjee
Director- Finance & CFO
DIN: 00131626

Sd/-
Gautam Chatterjee
Managing Director & CEO
DIN: 00012306

Mumbai, 30 April, 2019

Mumbai, 30 April, 2019

ANNEXURE

FORM AOC-1

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs. Crores)

1	Sl. No.	1	2	3	4	5	6	7	8
2	Name of the subsidiary	CHLORIDE POWER SYSTEMS & SOLUTIONS LTD	CHLORIDE METALS LTD	CHLORIDE INTERNATIONAL LTD	CHLORIDE BATTERIES S.E. ASIA PTE. LTD	ASSOCIATED BATTERY MANUFACTURERS (CEYLON) LTD	ESPEX BATTERIES LTD	EXIDE LECLANCHE ENERGY PVT LTD	EXIDE LIFE INSURANCE COMPANY LTD
3	Reporting period	31.03.2019	31.03.2019	31.03.2019	31.03.2019	31.03.2019	31.03.2019	31.03.2019	31.03.2019
4	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	-	-	-	1 SGD = Rs 51.02	1 SLR = Re 0.3874	1GBP = Rs 90.41		-
5	Share capital	1.98	47.38	0.45	49.68	2.45	0.92	55.05	1,850.00
6	Reserves & surplus	13.61	91.83	5.97	9.52	39.57	7.47	(3.92)	(692.39)
7	Total assets	79.52	431.21	9.36	89.91	112.90	54.88	52.48	14,987.22
8	Total Liabilities	63.93	292.00	2.94	30.71	70.88	46.49	1.35	13,829.61
9	Investments	-	-	4.04	-	-	-	-	14,011.01
10	Turnover / Income from Operations	116.61	2,079.63	0.96	140.71	142.22	70.46	-	3,788.81
11	Profit before taxation	2.03	17.69	0.84	(1.26)	10.00	1.58	(3.92)	(8.52)
12	Provision for taxation	0.55	5.38	0.18	(0.06)	2.78	0.39	-	(2.95)
13	Profit after taxation	1.48	12.31	0.66	(1.20)	7.22	1.19	(3.92)	(5.57)
14	Proposed Dividend	-	-	-	-	-	-		-
15	% of shareholding	100	100	100	100	61.50	100	74.99	100

Notes:

1. Exide Lelanche Energy Private Limited incorporated effective 29th September, 2018 is subsidiary of Exide Industries Limited and is yet to commence operations.
2. No subsidiaries have been liquidated or sold during the year.

For and on behalf of the Board of Directors

Sd/-
J. Kumar
Company Secretary &
EVP-Legal & Admin
ACS: 11159

Sd/-
A. K. Mukherjee
Director- Finance & CFO
DIN: 00131626

Sd/-
Gautam Chatterjee
Managing Director & CEO
DIN: 00012306

Place : Mumbai
Date : 30 April, 2019

Notes

Notes

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
E-mail: exideindustrieslimited@exide.co.in
Website: www.exideindustries.com

72nd Annual General Meeting – 3rd August, 2019

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 72nd Annual General Meeting of the Company, to be held on Saturday, 3rd August, 2019 at 10.00 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, 2019 and the Reports of the Directors and the Auditors thereon.		
2.	Confirmation of Interim dividend and declaration of final dividend for the financial year ended 31st March, 2019.		
3.	Re-appointment of Mr. Subir Chakraborty (having DIN: 00130864) who retires by rotation and, being eligible, offers himself for re-appointment.		
Special Business			
4.	Ratification of remuneration payable to Cost Auditors for financial year 2019-20.		
5.	Re-appointment of Ms. Mona N Desai (DIN: 03065966), as an Independent Director of the Company for a second term		
6.	Re-appointment of Mr. Sudhir Chand (DIN: 01385201), as an Independent Director of the Company for a second term		
7.	Re-appointment of Mr. Gautam Chatterjee (holding DIN: 00012306) as Managing Director and Chief Executive Officer		
8.	Appointment of Mr. Subir Chakraborty (having DIN: 00130864) as Deputy Managing Director		
9.	Re-appointment of Mr. Arun Mittal (holding DIN: 00412767) as Whole-time director, designated as Director - Automotive		
10.	Increase in remuneration by way of commission to the Non-Executive Directors		
11.	Approval u/s 180(1)(a) of the Companies Act, 2013		

Signed this..day of..., 2019

Signature of Member(s)..

Signature of Proxy holder(s)..

Affix
Revenue
Stamp

Note:

1. 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 1st August, 2019 at 10.00 a.m. IST).
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 72nd Annual General Meeting.

*3. 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.

Route Map to the Venue of the 72nd AGM of Exide Industries Limited

Kala Mandir
48, Shakespeare Sarani, Kolkata 700 017

REGISTERED OFFICE
Exide Industries Limited
Exide House, 59E Chowringhee Road,
Kolkata - 700 020
www.exideindustries.com

/Concept, content and design at AICL (hello@aicl.in)