

Ref No.: EIL/SEC/2020-21/02

24th April, 2020

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

Dear Sir/Madam,

Sub: Corporate Governance Report for the quarter and year ended 31st March, 2020

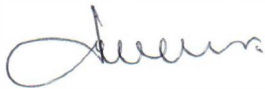
Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Quarterly and yearly Compliance Report on Corporate Governance for the quarter and year ended 31st March, 2020.

Kindly acknowledge receipt.

Thanking you.

Yours faithfully,

For Exide Industries Limited



Jitendra Kumar
Company Secretary and
EVP- (Legal & Admin)
ACS No. 11159

Encl: as above

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity

EXIDE INDUSTRIES LIMITED

2. Quarter ending

Mar-20

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure*	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity(Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Asish Kumar Mukherjee	20-Apr-2007	1-May-2015	N.A.	N.A.	1	0	1	0
Mr.	Gautam Chatterjee	13-May-1996	1-May-2019	N.A.	N.A.	1	0	1	0
Mr.	Arun Mittal	1-May-2016	1-May-2019	N.A.	N.A.	1	0	1	0
Mr.	Subir Chakraborty	1-May-2013	1-May-2019	N.A.	N.A.	1	0	1	0
Mr.	Sudhir Chand	22-Jul-2014	3-Aug-2019	N.A.	68	2	2	3	1
Ms.	Mona N Desai	22-Jul-2014	3-Aug-2019	N.A.	68	1	1	2	0
Mr.	Bharat Dhirajlal Shah	30-Apr-2015	31-Jul-2015	N.A.	59	5	5	7	1



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EXIDE INDUSTRIES LIMITED

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Mar-20

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Title (Mr. / Ms)	Name of the Director	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure*	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Rajan B. Raheja	12-Dec-1991	27-Jul-2017	N.A.	N.A.	3	0	1	0
Mr.	Nawshir H Mirza	28-Oct-2015	19-Jul-2016	N.A.	53	2	2	0	2
Mr.	Surin Shailesh Kapadia	25-Oct-2017	2-Aug-2018	N.A.	29	2	2	1	1
Whether Regular chairperson appointed - YES									
Whether Chairperson is related to managing director or CEO - NO									

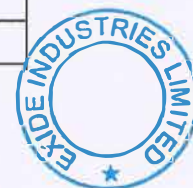
[§]PAN of any director would not be displayed on the website of Stock Exchange[&]Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



II. Composition of Committees

17. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/NonExecutive/independent/Nominee)	Date of Appointment	Date of Cessation
AUDIT COMMITTEE	YES	Mr. Nawshir Mirza	Chairperson-Non- Executive-Independent	28-Oct-2015	
		Ms. Mona N Desai	Non- Executive-Independent	27-Apr-2011	
		Mr. Sudhir Chand	Non- Executive-Independent	19-Oct-2012	
		Mr. Surin Kapadia	Non- Executive-Independent	25-Oct-2017	
NOMINATION AND REMUNERATION COMMITTEE	YES	Mr. Surin Kapadia	Chairperson-Non- Executive-Independent	4-Feb-2019	
		Ms. Mona N Desai	Non- Executive-Independent	27-Apr-2011	
		Mr. R B Raheja	Non- Executive-Non-Independent	4-Feb-2019	
		Mr. Sudhir Chand	Non- Executive-Independent	01-05-2013	
STAKEHOLDERS RELATIONSHIP COMMITTEE	YES	Mr. Sudhir Chand	Chairperson-Non- Executive-Independent	19-10-2012	
		Mr. G. Chatterjee	Executive	24-Apr-2001	
		Mr. Subir Chakraborty	Executive	1-May-2016	
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	YES	Mr. Bharat D Shah	Chairperson-Non- Executive-Independent	21-Jan-2016	
		Mr. Sudhir Chand	Non- Executive-Independent	25-Apr-2014	
		Mr. G. Chatterjee	Executive	25-Apr-2014	
		Mr. Subir Chakraborty	Executive	1-May-2016	
RISK MANAGEMENT COMMITTEE	YES	Mr. Surin Kapadia	Chairperson-Non- Executive-Independent	4-Feb-2019	
		Mr. Gautam Chatterjee	Executive	4-Feb-2019	
		Mr. Subir Chakraborty	Executive	4-Feb-2019	
		Mr. Asish K Mukherjee	Executive	4-Feb-2019	
		Mr. Arun Mittal	Executive	4-Feb-2019	



<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
06-11-19	04-02-20	yes	10	5	89
06-11-19	24-02-20	yes	8	5	19

* to be filled in only for the current quarter meetings

IV. Meeting of Committees					
<i>Date(s) of meeting of the Audit committee in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
04-02-20	yes	4	4	06-11-19	89
19-03-20	yes	4	4	06-11-19	133

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**to be filled in only for the current quarter meetings

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

Note

1	In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the
2	If status is "No" details of non-compliance may be given here.

VI. Affirmations

1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk Management Committee
3	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.



Jitendra Kumar
Company Secretary and EVP - Legal & Administration
ACS:11159



ANNEXURE II

(Format to be submitted by listed entity at the end of the financial year (for the whole of financial year))

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA)refer note below	IF Yes provide link to website.If NO/NA provide reasons
As per Regulation 46(2) of the LODR		
a) Details of business	YES	www.exideindustries.com
b) Terms and conditions of appointment of independent directors	YES	www.exideindustries.com
c) Composition of various committees of board of directors	YES	www.exideindustries.com
d) Code of conduct of board of directors and senior management personnel	YES	www.exideindustries.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	YES	www.exideindustries.com
f) Criteria of making payments to non-executive directors	YES	www.exideindustries.com
g) Policy on dealing with related party transactions	YES	www.exideindustries.com
h) Policy for determining 'material' subsidiaries	YES	www.exideindustries.com
i) Details of familiarization programmes imparted to independent directors	YES	www.exideindustries.com
j) Email address for grievance redressal and other relevant details	YES	www.exideindustries.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	www.exideindustries.com
l) Financial results	YES	www.exideindustries.com
m) Shareholding pattern	YES	www.exideindustries.com
n) Details of agreements entered into with the media companies and/or their associates	N.A.	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	YES	www.exideindustries.com
p) New name and the old name of the listed entity	N.A.	
q) Advertisements as per regulation 47 (1)	YES	www.exideindustries.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	YES	www.exideindustries.com
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	YES	www.exideindustries.com
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	YES	https://www.exideindustries.com/investors/
b) Materiality Policy as per Regulation 30	YES	www.exideindustries.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	YES	www.exideindustries.com
It is certified that these contents on the website of the listed entity are correct.		



II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1), 17(1A) & 17(1B)	YES
Meeting of Board of directors	17(2)	YES
Quorum of the Board Meeting	17(2A)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Recommendation of board	17(11)	YES
Maximum number of directorship	17A	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of nomination & remuneration committee	19(1) & (2)	YES
Quorum of Nomination and Remuneration Committee meeting	19(2A)	YES
Meeting of Nomination & Remuneration Committee	19(3A)	YES
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	YES
Meeting of Stakeholder Relationship Committee	20 (3A)	YES
Composition and role of risk management committee	21(1),(2),(3),(4)	YES
Meeting of Risk Management Committee	21(3A)	YES
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party	23(2), (3)	YES
Approval for material related party transactions	23(4)	N.A.
Disclosure of related party transactions on consolidated basis	23(9)	YES



Composition of Board of Directors of unlisted material Subsidiary	24(1)	YES
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	YES
Annual Secretarial Compliance Report	24(A)	YES
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25(2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Declaration from Independent Director	25(8) & (9)	YES
Directors and Officers insurance	25(10)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non-Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.



Jitendra Kumar
Company Secretary & EVP- Legal & Admin
Exide Industries Limited
ACS : 11159

