



EXIDE INDUSTRIES LIMITED

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

CIN: L31402WB1947PLC014919; **Phone:** (033) 2302 3400, 2283 2118

Website: www.exideindustries.com; **E-mail :** cosec@exide.co.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, General Circular No. 09/2023 dated 25th September 2023, No. 09/2024 dated 19th September 2024 and other relevant Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ('MCA Circulars'), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), a Special Resolution as set out in this Notice, is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by way of remote electronic voting ('remote e-voting') process.

An Explanatory Statement pertaining to the proposed resolution setting out the material facts and the reasons thereof forms part of this Postal Ballot notice.

In accordance with Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Company has engaged the services of the National Securities Depository Limited ('NSDL'), an agency authorised by the MCA, to provide remote e-voting facility. The procedure for remote e-voting is detailed in the Notes to this Postal Ballot notice.

The Board of Directors of the Company at their meeting held on 4th November 2024 have appointed Mr. S M Gupta (FCS-896/ CP- 2053) of M/s S.M. Gupta & Co. Practising Company Secretaries as Scrutiniser to scrutinise the Postal Ballot (including remote e-voting) process in a fair and transparent manner.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting period	9.00 a.m. (IST) on Tuesday, 19th November 2024
Conclusion of remote e-voting period	5.00 p.m. (IST) on Wednesday, 18th December 2024

Upon completion of remote e-voting process, the Scrutiniser will submit his report to the Chairman or any other person authorised by him. The result shall be declared on or before 20th December 2024. The said results along with the Scrutiniser's Report would be displayed at the Registered Office of the Company, communicated to the Stock Exchanges where the Company's securities are listed, hosted on the website of NSDL viz. www.evoting.nsdl.com and the Company's website viz. www.exideindustries.com.

The resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e- voting, i.e. **Wednesday, 18th December 2024**.

SPECIAL BUSINESS

Appointment of Mr. Jaidit Singh Brar as an Independent Director of the Company for a term of five consecutive years w.e.f. 4th November 2024 till 3rd November 2029

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other relevant provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, the relevant provisions of the Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mr. Jaidit Singh Brar (DIN: 10799130), who was appointed as an Additional Director of the Company with effect from 4th November 2024 pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 4th November 2024 till 3rd November 2029;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Mr. Jaidit Singh Brar, be paid such fees and remuneration and commission as the Board may

approve from time to time and subject to such limits prescribed from time to time;

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised with power to further delegate to any other officer(s) / authorised representative(s) of the Company to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

Place : Mumbai
Date : 4th November 2024

By Order of the Board
For **Exide Industries Limited**

Registered Office:
Exide House
59E Chowringhee Road
Kolkata – 700020

Sd/-
Jitendra Kumar
Company Secretary and President
Legal & Corporate Affairs
ACS No. 11159

NOTES:

1. An Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, in respect of business to be transacted as mentioned in the Postal Ballot notice, and the relevant details of the Director as required by Regulation 36(3) of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('SEBI Listing Regulations') and as required under the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto.
 2. Relevant documents referred to in this Postal Ballot notice and the Explanatory Statement pursuant to Section 102 of the Act are available for inspection through electronic mode. Members are requested to write to the Company at cosec@exide.co.in for inspection of the said documents.
 3. In accordance with the provisions of the Act, read with the Rules made thereunder and MCA Circulars, the Postal Ballot notice is being sent only by email to those Members whose email addresses are registered with the Company/ Depository Participants ('DPs') and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on **Tuesday, 5th November 2024 ("Cut-off date")**.
 4. Members may note that this Postal Ballot notice will also be available on the website of the Company at www.exideindustries.com, the website of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited ('BSE') at www.bseindia.com and National Stock Exchange of India Limited ('NSE') at www.nseindia.com and the website of NSDL at www.evoting.nsdl.com.
 5. **Process for registration of email address for obtaining Postal Ballot notice :** In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.exideindustries.com) duly filled and signed along with requisite supporting documents to our Registrar & Transfer Agent (RTA) i.e. C B Management Services (P) Limited, Rasoi Court 5th floor, 20, Sir RN Mukherjee Road, Kolkata-700001.
 6. In case of any queries, you may contact the Company at cosec@exide.co.in at its Registered Office, alternatively you may contact the Registrar and Transfer Agent at C. B. Management Services (P) Ltd., Telephone - +91 33 4011 6700, 4011 6725, 4011 6729; E-mail: rtat@cbmsl.com.
- 7. Process and manner for voting through remote e-voting:**
- i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by NSDL.
 - ii. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members as on **Tuesday, 5th November 2024, ('cut-off date')**. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the cut-off date maintained by the Depositories shall be entitled to cast their votes by remote e-voting. A person who is not a member as on the cut-off date, should treat this Postal Ballot Notice for information purpose only.
 - iii. Voting rights through e-voting cannot be exercised by a proxy.
 - iv. The remote e-voting period commences at **9.00 a.m. (IST) on Tuesday, 19th November 2024 and ends at 5.00 p.m. (IST) on Wednesday, 18th December 2024**. The remote e- voting module will be disabled by NSDL for voting thereafter. The detailed process for remote e-voting is given below in point no. (viii).
 - v. Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the cut-off date.
 - vi. The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot and remote e-voting, make a Scrutinizer's Report of the total votes cast in favor or against, if any, and will submit his report to the Chairman of the Company or person authorised by him. The results of the Postal Ballot will be announced by the Chairman of the Company or in his absence, any other person authorised by him, on or

before **20th December 2024** at the Registered Office of the Company and also by placing the same on the Company's website i.e. www.exideindustries.com and on the website of NSDL at the link www.evoting.nsdl.com. The results will simultaneously be also communicated to the Stock Exchanges i.e. BSE Limited, National Stock Exchange of India Limited and the Calcutta Stock Exchange Limited.

vii. Resolution passed by the Members by means of Postal Ballot will be deemed to have been passed at a General Meeting of the Members. The resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. **Wednesday, 18th December 2024**.

viii. **The instructions for e-voting are as under:**

How do I vote electronically using NSDL e-voting system?


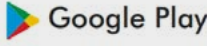


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode: In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDe AS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note : Members who are unable to retrieve User ID/ Password are advised to use **Forget User ID** and **Forget Password** option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 '**Shareholder/Member**' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered

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 .
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 [“smguptaandco@gmail.com”](mailto:smguptaandco@gmail.com) with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **“Upload Board Resolution / Authority Letter”** displayed under **“e-Voting”** tab in their login.
 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.
- Step 2: Cast your vote electronically on NSDL e-Voting system.**
- How to cast your vote electronically on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status
 2. Select EVEN **“132055”** of EXIDE for which you wish to cast your vote during the remote e-Voting period.

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 : 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cosec@exide.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client

master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) to cosec@exide.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Appointment of Mr. Jaidit Singh Brar as an Independent Director of the Company for a term of five consecutive years w.e.f. 4th November 2024 till 3rd November 2029

With the belief that creation of a diverse pipeline of succession for the Board Members is vital for creating a robust future for the Company, the Nomination and Remuneration Committee considers candidates having experience and expertise across industries for appointment on the Board. It also deliberates on various factors including current tenure of Directors, skill matrix including skill- gaps, diversity, time-commitment and statutory requirements while considering the appointment of any person on the Board. This ensures smooth transitions in key Board positions.

Looking at the tenure of existing Independent directors, the Board of Directors considers it important to further broad base the existing board strength by inducting an independent director, thereby enhancing the diversity in terms of expertise, skill set and experience in the Board.

In terms of Section 161 of the Companies Act, 2013, the Board at its meeting held on 4th November 2024, based on the recommendation of Nomination and Remuneration Committee (NRC) at its meeting held on 22nd October 2024, appointed Mr. Jaidit Singh Brar as an Additional Director of the Company to hold such position upto the conclusion of the next annual general meeting of the Company.

Further, based on the recommendation of Nomination and Remuneration Committee, and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act, has appointed

Mr. Jaidit Singh Brar as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 4th November 2024 till 3rd November 2029.

Brief profile of Mr. Jaidit Singh Brar

"Mr. Jaidit Singh Brar was a Senior Partner at McKinsey & Company, where he spent 24 years. He has extensive experience in performance transformations, strategy, and restructuring in the industrial sector. He led McKinsey's relationships and client service with many leading automotive, building material and energy companies across Asia, with a track record of helping them create significant value.

He led McKinsey's Marketing & Sales practice, and co-led a global initiative on growth, as part of which he led cutting edge research across Asia Pacific on growth outperformance. Earlier, he set up and led McKinsey's Electric Power & Natural Gas practice in India and Asia. He has published multiple reports and articles on energy, growth, India's economic geography and the use of behavioural economics in business and society. Mr. Jaidit Singh Brar also oversaw McKinsey's talent acquisition during the intense war for talent years and helped pioneer hiring from non-traditional talent pools.

Mr. Jaidit Singh Brar graduated with Honours in Economics and is an MBA from IIM Calcutta.

At present, he is investing in and helping scale-up mid-sized industrial and consumer companies in collaboration with private equity investors and family offices."

Skills/expertise/competence

Mr. Brar possesses the following skills and capabilities required for the role of an Independent Director, as identified by the Nomination and Remuneration Committee:

Leadership	Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning, and risk management. Demonstrated strengths in developing talent, planning succession, and driving change and long-term growth
General management / Governance	Strategic thinking, decision making and protecting the interest of all stakeholders

Global business	Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures and regulatory frameworks and a broad perspective on global market opportunities.
Financial, Regulatory/ Legal & Risk Management	Understanding the financial statements, financial controls, risk management, mergers and acquisition, etc.
Technology	Strong technological background resulting in continuous improvement, knowledge of how to anticipate technological trends, adapt to the market developments, generate disruptive innovation and create new business models.
Industry knowledge and experience	Experience in Manufacturing, Project Management and knowledge of Corporate Research and Development pertaining to automotive/industrial battery and allied industries.
Sales and marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity and enhance enterprise reputation

The Board was satisfied that his background and experience are aligned to the role and capabilities identified by Nomination and Remuneration Committee and his appointment as an Independent Director will be beneficial to the Company.

The Company has received all the statutory declarations/disclosures from Mr. Jaidit Singh Brar including the following:

- a. consent to act as a Director of the Company in Form DIR- 2 pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- b. confirmation that he meets the criteria of independence as provided under Section 149 read with Schedule IV on the Code for Independent Directors of the Act and the SEBI Listing Regulations;
- c. confirmation that he is not disqualified from being appointed as a Director in Form DIR-8 pursuant to Section 164 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 ;
- d. confirmation that he is registered with the Independent Director's databank in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; and
- e. declaration that he has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

The Board has taken on record the declarations submitted by him after undertaking due veracity of the same and is of the opinion that he possesses requisite skills, experience and knowledge relevant to the Company's business and it would

be beneficial to have his association with the Company as an Independent Director and an invaluable input to the Company's strategic decision making.

In terms of Section 152 and Schedule IV of the Companies Act, 2013, the Board is of the opinion that Mr. Jaidit Singh Brar fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI Listing Regulations and is independent of the management of the Company.

As an Independent Director, he will be entitled to remuneration by way of commission on net profits and sitting fees for attending meeting(s) of the Board of Directors or committee(s) thereof as may be decided by the Board of Directors or any Committee thereof of the Company in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, subject to approval of shareholders at the general meeting. Further, as per Regulation 25 of the SEBI Listing Regulations, the appointment of independent director of a listed entity shall be subject to the approval of shareholders by way of a Special Resolution. Further, as per Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Therefore, having received the requisite notice under section 160(1) of the Act, it is proposed to seek approval of shareholders by way of a Special Resolution through this postal ballot for appointment of Mr. Jaidit Singh Brar as an Independent Director

of the Company for a period of five (5) consecutive years with effect from 4th November 2024 till 3rd November 2029.

The copy of draft letter of appointment setting out the terms and conditions of his appointment is available for inspection by the members electronically from date of dispatch of this notice upto the last day of e-voting. Members seeking to inspect the same can send an email to cosec@exide.co.in.

Except Mr. Jaidit Singh Brar and his relatives, being the appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution set out in the Notice.

Additional information in respect of Mr. Brar, pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2 on general meeting, as on date of Notice, are given in **Annexure A**.

Place : Mumbai

Date : 4th November 2024

By Order of the Board

For **Exide Industries Limited**

Sd/-

Jitendra Kumar

Registered Office :

Exide House
59E Chowringhee Road
Kolkata – 700020

Company Secretary and President
Legal & Corporate Affairs
ACS No. 11159

Annexure A

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard – 2 on General Meetings, requisite particulars of director seeking appointment is provided herewith:

Name of the Director	Mr. Jaidit Singh Brar
DIN	10799130
Age	49 years
Date of first appointment on the Board	4th November 2024, subject to approval of Shareholders of the Company
Brief resume, Qualification(s), Experience and Nature of expertise in specific functional areas	<p>Mr. Jaidit Singh Brar was a Senior Partner at McKinsey & Company, where he spent 24 years. He has extensive experience in performance transformations, strategy, and restructuring in the industrial sector. He led McKinsey's relationships and client service with many leading automotive, building material and energy companies across Asia, with a track record of helping them create significant value. He led McKinsey's Marketing & Sales practice, and co-led a global initiative on growth, as part of which he led cutting edge research across Asia Pacific on growth outperformance. Earlier, he set up and led McKinsey's Electric Power & Natural Gas practice in India and Asia. He has published multiple reports and articles on energy, growth, India's economic geography and the use of behavioural economics in business and society. Mr. Jaidit Brar also oversaw McKinsey's talent acquisition during the intense war for talent years and helped pioneer hiring from non-traditional talent pools.</p> <p>Mr. Jaidit Singh Brar graduated with Honours in Economics and is an MBA from IIM Calcutta.</p> <p>At present, he is investing in and helping scale-up mid-sized industrial and consumer companies in collaboration with private equity investors and family offices.</p>
Shareholding in the Company as on the date of Postal Ballot notice (self and beneficial basis only)	Nil
Terms and conditions of appointment	Independent Director, not liable to retire by rotation, to hold office for a period of five consecutive years, with effect from 4th November 2024 till 3rd November 2029
Details of remuneration last drawn	Not Applicable
Details of proposed remuneration	Sitting fees and commission as approved by the Board of Directors/ Shareholders in accordance with the applicable provisions of law
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None

Number of Board Meetings attended during the Financial Year 2024-25 till date	One (1)
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the Company as on 31st March 2024	Not Applicable
Other companies in which he is a Director excluding Directorship in Private and Section 8 companies as on the date of Postal Ballot notice	Nil
Chairmanship/Membership of the Committee(s) of Board of Directors of other companies in which he is a Director excluding Private and Section 8 companies as on the date of Postal Ballot notice	Nil
Listed companies from which he has resigned in the past three years	Nil