

## A. K. LABH

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



## A. K. LABH & Co.

**Company Secretaries**

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : [aklabh@aklabh.com](mailto:aklabh@aklabh.com) / [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com)

Website : [www.aklabh.com](http://www.aklabh.com)

### **CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

**The Chairman  
of the 70<sup>th</sup> Annual General Meeting of  
Exide Industries Limited  
Exide House  
59E, Chowringhee Road  
Kolkata-700020**

*Dear Sir,*

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 70<sup>th</sup> Annual General Meeting of the members of “**Exide Industries Limited**” (“Company”) held on Thursday, 27<sup>th</sup> July, 2017 at Kala Mandir, 48, Shakespeare Sarani, Kolkata - 700017 at 11:30 A.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 4<sup>th</sup> May, 2017. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s. C B Management Services (P) Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



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I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Monday, the 24<sup>th</sup> July, 2017 up to 5.00 P.M. IST on Wednesday, the 26<sup>th</sup> July, 2017.
2. The Shareholders holding shares as on the "cut off" date, i.e. 20<sup>th</sup> July, 2017 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the notice dated 4<sup>th</sup> May, 2017 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Thursday, the 27<sup>th</sup> July, 2017 around 4:00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108/1, Sarat Chatterjee Road, Howrah – 711102 and Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVSN : 170614001] and votes casted through physical ballot papers distributed at the AGM venue are as under:





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## <A> ORDINARY BUSINESS:

### a) Resolution 1

*Adoption of audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2017 and the Reports of the Directors and the Auditors thereon*

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	371	662953286	
Voting by ballot	64	13856	
<b>Total</b>	<b>435</b>	<b>662967142</b>	<b>99.9999</b>

(ii) Voted **against** the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	38	
Voting by ballot	2	53	
<b>Total</b>	<b>6</b>	<b>91</b>	<b>0.0001</b>

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	78



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## b) Resolution 2

*Confirmation of Interim dividend and declaration of final dividend for the financial year ended 31st March, 2017*

(i) Voted *in favour* of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	372	663012429	
Voting by ballot	64	13856	
<b>Total</b>	<b>436</b>	<b>663026285</b>	<b>99.9999</b>

(ii) Voted *against* the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	3	41	
Voting by ballot	2	53	
<b>Total</b>	<b>5</b>	<b>94</b>	<b>0.0001</b>

(iii) *Invalid* Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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## c) Resolution 3

*Re-appointment of Mr. Subir Chakraborty (DIN: 00130864) who retires by rotation and, being eligible, offers himself for re-appointment*

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	360	656800523	
Voting by ballot	63	13656	
<b>Total</b>	<b>423</b>	<b>656814179</b>	<b>99.0630</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	15	6211947	
Voting by ballot	3	253	
<b>Total</b>	<b>18</b>	<b>6212200</b>	<b>0.9370</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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### d) Resolution 4

*Re-appointment of Mr. R. B. Raheja (DIN: 00037480) who retires by rotation and, being eligible, offers himself for re-appointment*

(i) Voted *in favour* of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	352	654585115	
Voting by ballot	63	13656	
<b>Total</b>	<b>415</b>	<b>654598771</b>	<b>98.7289</b>

(ii) Voted *against* the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	23	8427355	
Voting by ballot	3	253	
<b>Total</b>	<b>26</b>	<b>8427608</b>	<b>1.2711</b>

(iii) *Invalid* Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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## e) Resolution 5 : Ordinary Resolution

### *Appointment of Auditors*

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	363	662252668	
Voting by ballot	64	13856	
<b>Total</b>	<b>427</b>	<b>662266524</b>	<b>99.8854</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	12	759802	
Voting by ballot	2	53	
<b>Total</b>	<b>14</b>	<b>759855</b>	<b>0.1146</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
6	78



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**<B> SPECIAL BUSINESS:****f) Resolution 6 : Ordinary Resolution*****Ratification of remuneration payable to Cost Auditors for financial year 2017-18******(i) Voted in favour of the Resolution:***

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	362	662252653	
Voting by ballot	64	13856	
<b>Total</b>	<b>426</b>	<b>662266509</b>	<b>99.8854</b>

***(ii) Voted against the Resolution:***

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	13	759817	
Voting by ballot	2	53	
<b>Total</b>	<b>15</b>	<b>759870</b>	<b>0.1146</b>

***(iii) Invalid Votes:***

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
6	78





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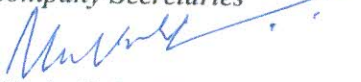
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

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7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly  
For A. K. LABH & Co.  
Company Secretaries

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



Place: Kolkata

Dated: 28.07.2017



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*Witness :*

1. 

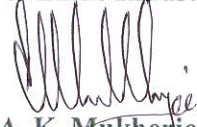
(Narayan Chandra Saha)  
108/1, Sarat Chatterjee Road,  
Howrah - 711 102

2. 

(Amrita Sampat)  
59, Kalicharan Ghosh Road  
Kolkata - 700 050



Received the Report of the Scrutinizer  
For Exide Industries Limited

  
(A. K. Mukherjee)  
Director - Finance & CFO

