

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 / aklabhcs@gmail.com

Website : 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 71st 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 71st Annual General Meeting (AGM) of the members of “**Exide Industries Limited**” (“*Company*”) held on Thursday, 2nd August, 2018 at Kala Mandir, 48, Shakespeare Sarani, Kolkata - 700017 at 10:30 A.M. for the purpose of scrutinizing the remote e-voting and voting at the venue of the AGM through electronic means as well as physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said votings 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 at the venue of the AGM through electronic means as well as physical ballot process on the resolutions contained in the Notice of the AGM dated 7th May, 2018. My responsibility as a scrutinizer for the remote e-voting and voting at the venue of the AGM through electronic means as well as physical ballot process 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 voting through electronic means at the venue of the AGM as provided by CDSL as well as 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 / voting through electronic means at AGM/ 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 30th July, 2018 up to 5.00 P.M. IST on Wednesday, the 1st August, 2018.
2. The Shareholders holding shares as on the “cut off” date, i.e. 26th July, 2018 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice dated 7th May, 2018 of the AGM of the Company.
3. The Company has provided electronic voting system and also distributed physical ballot forms at the venue of the AGM to enable the shareholders to cast the votes electronically / 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 2nd August, 2018 around 1:30 P.M. after completion of the AGM in presence of two witnesses, namely, Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 and Ms. Priti Priya Singh residing at 8/A, Kailash Saha Lane, Kolkata – 700007, West Bengal 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 : 180615002] and voting at the venue of the AGM through electronic means as well as physical ballot process are as under:



**<A> ORDINARY BUSINESS:****a) Resolution 1**

Adoption of audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2018 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	360	656695607	
E-voting at AGM venue	69	4811	
Voting by ballot	30	971	
Total	459	656701389	99.99996%

(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	56	
E-voting at AGM venue	1	216	
Voting by ballot	0	0	
Total	5	272	0.00004%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**b) Resolution 2*****Confirmation of Interim dividend and declaration of final dividend for the financial year ended 31st March, 2018******(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	656792403	
E-voting at AGM venue	69	4811	
Voting by ballot	30	971	
Total	462	656798185	99.99996%

(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	36	
E-voting at AGM venue	1	216	
Voting by ballot	0	0	
Total	4	252	0.00004%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**c) Resolution 3**

Re-appointment of Mr. A. K. Mukherjee (DIN: 00131626) who retires by rotation and, being eligible, offers himself for re-appointment

(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	347	650671747	
E-voting at AGM venue	69	4977	
Voting by ballot	30	971	
Total	446	650677695	99.06810%

(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	18	6120622	
E-voting at AGM venue	1	50	
Voting by ballot	0	0	
Total	19	6120672	0.93190%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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d) Resolution 4

Re-appointment of Mr. Arun Mittal (DIN: 00412767) 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	346	650709433	
E-voting at AGM venue	69	4588	
Voting by ballot	30	971	
Total	445	650714992	99.07385%

(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	18	6082906	
E-voting at AGM venue	0	0	
Voting by ballot	0	0	
Total	18	6082906	0.92615%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



** SPECIAL BUSINESS:****e) Resolution 5 : Ordinary Resolution*****Ratification of remuneration payable to Cost Auditors for financial year 2018-19******(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	361	656792381	
E-voting at AGM venue	69	4811	
Voting by ballot	30	971	
Total	460	656798163	99.99996%

(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	5	58	
E-voting at AGM venue	1	216	
Voting by ballot	0	0	
Total	6	274	0.00004%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**f) Resolution 6 : Ordinary Resolution****Appointment of Mr. Surin Shailesh Kapadia (DIN: 00770828) as an Independent Director***(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	345	647748651	
E-voting at AGM venue	70	5027	
Voting by ballot	30	971	
Total	445	647754649	99.35600%

(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	17	4198558	
E-voting at AGM venue	0	0	
Voting by ballot	0	0	
Total	17	4198558	0.64400%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**g) Resolution 7 : Ordinary Resolution****Amendment in terms of remuneration payable to Whole-time directors****(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	344	651946785	
E-voting at AGM venue	69	4811	
Voting by ballot	30	971	
Total	443	651952567	99.99990%

(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	18	424	
E-voting at AGM venue	1	216	
Voting by ballot	0	0	
Total	19	640	0.00010%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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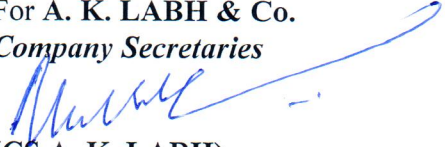
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8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. The physical ballot forms and e-voting registers and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the 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: 03/08/2018

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Witness :

1. *Amrita Sampat*

(Amrita Sampat)

59, Kalicharan Ghosh Road
Kolkata – 700 050

2. *Priya Priyabingh*

(Priti Priya Singh)

8/A, Kailash Saha Lane
Kolkata – 700007



Received the Report of the Scrutinizer
For Exide Industries Limited

Jitendra Kumar
03/08/2018

(Jitendra Kumar)
Company Secretary
& EVP-Legal & Admin