

20.08.2014

The Secretary

National Stock Exchange of India
Exchange Plaza
C-1 Block G Bandra Kurla Complex
Bandra (E)
Mumbai 400 051
Dear Sir

Sub: Proceedings of the Annual General Meeting

Please find enclosed certified copy of the Minutes of the proceedings of the Annual General Meeting of the Company held on 22nd July 2014 at Kalamandir, 48, Shakespeare Sarani, Kolkata 700017 at 10.00 am.

Please acknowledge receipt.

Thanking you

Yours faithfully

For Exide Industries Limited



S Coomer

**Company Secretary and
Executive Vice President-Legal & Administration**

Encl: a/a

EXIDE INDUSTRIES LIMITED

Minutes of the Sixty Seventh Annual General Meeting of Exide Industries Limited held at Kalamandir, 48 Shakespeare Sarani, Kolkata 700 017 on Tuesday, 22nd July, 2014 at 10.00 AM.

Present

Mr. R G Kapadia,	Chairman
Mr. Vijay Aggarwal	Director
Ms. Mona Desai	Director & Member
Mr. Sudhir Chand	Director & Member
Mr. P K Katakya	Managing Director & Chief Executive Officer & Member
Mr. G Chatterjee	Joint Managing Director Auto
Mr. Subir Chakraborty	Director – Industrial & Member
Mr. A K Mukherjee	Director - Finance & Chief Financial Officer & Member
Mr. Nadeem Kazim	Director HR& Personnel

Also

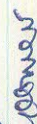
1748 other Members in person,
17 Bodies Corporate through authorised representatives, and
160 Proxies (being members).

In Attendance: Mr S Coomer,
Company Secretary and
Executive Vice President (Legal & Administration)

By Invitation: Mr Kamal Agarwal,
Partner, S R B C & Co., Chartered Accountants

1. In accordance with Article 78 of Articles of Association of the Company, Mr R G Kapadia, the Chairman of the Board of Directors, took the Chair and welcomed the Members at the Meeting.
2. The Chairman informed that the required statutory registers including the proxy register and other documents were available for inspection by the Members during the Meeting. He also informed that a signed copy of the Profit & Loss Account for the year ended 31st March 2014, the Balance Sheet as at that date alongwith the Consolidated Financial Statements together with the Auditors Report and the Directors' Report thereon were placed on the table.
3. Thereafter the Chairman addressed the Members and in his speech he dwelt upon the general economic environment with particular reference to

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the battery industry and also highlighted on the outlook and opportunities available to the Company in the near future.

4. Mr. S Coomer, Company Secretary and Executive Vice President (Legal & Administration) then read out the Auditor's Report.
5. The Chairman thereafter invited the Members for their queries, if any, on the Accounts and financial statements of the Company for the year ended 31st March, 2014. Several Members including Mr. Satya Narayan Pal, Mr. Arup Kumar Das, Mr. Goutam Nandy, Mr. Sarbananda Gattani, Mr. Tapas Kumar Dutta, Mr. Kashmir Lal Mallik, Mr. Bijran Singh Srimal, Mr. Shyam Lal Rathi, Mr. Utpal Kumar Siddhanta, Mr. Shankar Mohan Banerjee, Mr. Manoj Kumar Gupta, Mr. Krishnendu Das, Mr. Murarilal Goenka, Mr. Ganga Dhar Awasthi, Mr. Anindya Sunder Roy, Mr. Amit Kr Banerjee, Mr. Vivek Sukhani and Mr. Alok Kumar Pal raised certain queries and sought clarifications on various matters which were duly replied to by the Chairman.
6. The Chairman thereafter stated that, as required under the Companies Act, 2013 and the Rules made thereunder, the Company had provided facilities for electronic voting (e-voting) to the Members through the National Securities Depository Limited for approval of the Resolutions being placed at this Meeting. The e-voting process was kept open from 16th July 2014 to 18th July, 2014 and all Members had the opportunity to cast their votes electronically. He also informed that Mr. A K Labh, Practising Company Secretary, has been appointed as the scrutinizer for the e-voting and he has duly submitted his Report on the results of the e-voting to him before the Annual General Meeting.

The Chairman further stated that though e-voting facilities have been provided in accordance with the statute, however, there may be some Members present at this Meeting who were not in a position to cast their votes electronically due to various reasons and to provide another opportunity to such Members to cast their votes, the Chairman ordered that a Poll be taken on the items of business to be transacted at the Meeting pursuant to Section 109 of the Companies Act, 2013 read with Articles 81 of the Companies Article of Association. The Chairman also

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announced that only those Members who have not cast their votes electronically and their proxy holders who are present at the Meeting are entitled to vote and participate in the Poll which would be conducted immediately after the conclusion of this Meeting.

The Chairman also appointed Mr. A K Labh, Practicing Company Secretary and Mr. Krishnendu Das, a Member (Folio no. 078295) as scrutinizers for the Poll.

The Chairman also informed that the combined results of the e-voting and the Poll would be announced by Mr. P K Katakya, Managing Director & CEO, on Wednesday, 23rd July, 2014 at 11:00 a.m. at Exide House, 59E Chowringhee Road, Kolkata 700020 and the results would also be uploaded on the Company's website at www.exideindustries.com.

7. Thereafter the Chairman declared that the business to be transacted at this Annual General Meeting was concluded.
8. The meeting concluded with a Vote of Thanks to the Chair.

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Conduct of Poll

The polling commenced at 1.00 pm and after all the eligible Members and Proxies present at the Meeting who participated in the Poll had cast their votes the scrutinizer concluded the Poll at 1.45 pm.

Results of e-voting and poll on the Ordinary and Special business at the Annual General Meeting of the Company held on Tuesday, 22nd July 2014.

The following Resolutions set out in item numbers 1 to 10 of the Notice convening the 67th Annual General Meeting are recorded as part of this Minutes and the results of both e-voting and poll are given hereunder.

Item No. 1

As an Ordinary Resolution:

“RESOLVED THAT the Profit & Loss Account for the year ended 31st March, 2014, the Balance Sheet as at that date along with the Consolidated Financial Statements of the Company as on 31st March, 2014 together with the Reports of the Directors and the Auditors thereon be adopted”.

No of votes in favour	No of votes against	% of favour polled	votes in on votes	% of votes against votes polled
E-Voting	586316943	59536	99.99	0.01
Poll	63448490	0	100.00	0.00
Total	649765433	59536	99.99	0.01

The above resolution has been approved with requisite majority.

Item No. 2

As an Ordinary Resolution:

“RESOLVED THAT a Dividend @ Re.0.70 per equity share of Re.1.00 each be and is hereby declared out of the current profits of the Company for the year ended 31st March, 2014 and such dividend be paid to the equity shareholders of the Company whose names appear on the Register of Members on 22nd July, 2014 and in case of shares held in electronic form to the beneficial owners of such shares as per the details furnished to the Company by the National

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Securities Depositories Limited and Central Depository Services (India) Limited as on 14th July, 2014 or to their mandates”.

No of votes in favour	No of votes against	% of favour polled	votes in on votes	% of votes against votes polled
E-Voting	598876043	186	99.99	0.01
Poll	63448490	0	100.00	0.00
Total	662324533	186	99.99	0.01

The above resolution has been approved with requisite majority.

Item No. 3

As an Ordinary Resolution:

“RESOLVED THAT Mr. R B Raheja, Director, retiring by rotation at the Annual General Meeting be and is hereby re-appointed as a Director of the Company”.

No of votes in favour	No of votes against	% of favour polled	votes in on votes	% of votes against votes polled
E-Voting	538046748	60828727	89.84	10.16
Poll	63262270	186220	99.71	0.29
Total	601309018	61014947	90.79	0.21

The above resolution has been approved with requisite majority.

Item No. 4

As an Ordinary Resolution:

“RESOLVED THAT Messrs S R Batliboi & Co LLP, Chartered Accountants, be and is hereby appointed as auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company”.

No of votes in favour	No of votes against	% of favour polled	votes in on votes	% of votes against votes polled
E-Voting	586240730	12633982	97.89	2.11
Poll	63448481	9	99.99	0.01
Total	649689211	12633991	98.09	1.91

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The above resolution has been approved with requisite majority.

Item No. 5

As an Ordinary Resolution:

“RESOLVED THAT a remuneration of Rs. 8,50,000/- (Rupees Eight lakhs fifty thousand only) plus out of pocket expenses and applicable taxes payable to M/s Mani & Company, Cost Accountants, for audit of the cost records of the products manufactured by the Company for the year ending 31st March, 2015, as approved by the Board of Directors, be and is hereby ratified”.

No of votes in favour	No of votes against	% of favour polled	votes in on votes	% of votes against votes polled
E-Voting	598873932	2217	99.99	0.01
Poll	63448437	0	100.00	0.00
Total	662322369	2217	99.99	0.01

The above resolution has been approved with requisite majority.

Item No. 6

As an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, Mr. R G Kapadia, who was appointed by the members as a Director liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for five consecutive years up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2019”.

No of votes in favour	No of votes against	% of favour polled	votes in on votes	% of votes against votes polled
E-Voting	560108666	38051090	93.64	6.36
Poll	63448437	53	99.99	0.01
Total	623557103	38051143	94.25	5.75

The above resolution has been approved with requisite majority.

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Item No. 7

As an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Vijay Aggarwal, who was appointed by the members as a Director liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for five consecutive years upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2019.”

No of votes in favour	No of votes against	% of favour polled	votes in on votes	% of votes against votes polled
E-Voting	560133955	28699006	95.13	4.87
Poll	63448437	53	99.99	0.01
	623582392	28699059	95.60	4.40

The above resolution has been approved with requisite majority.

Item No. 8

As an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, Ms. Mona N Desai, who was appointed by the members as a Director liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for five consecutive years up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2019.”

No of votes in favour	No of votes against	% of favour polled	votes in on votes	% of votes against votes polled
E-Voting	524804049	73355357	87.74	12.26
Poll	63262279	186211	99.71	0.29
	588066328	73541568	88.88	11.12

The above resolution is approved with requisite majority.

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Item No. 9

As an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Sudhir Chand, who was appointed by the members as a Director liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for five consecutive years upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2019.”

No of votes in favour	No of votes against	% of favour polled	votes in on votes	% of votes against votes polled
E-Voting	598156729	2427	99.99	0.01
Poll	63448428	62	99.88	0.01
Total	661605157	2489	99.99	0.01

The above resolution has been approved with requisite majority.

Item No. 10

As a Special Resolution:

“RESOLVED THAT in supersession of the resolution passed by the members at its Annual General Meeting held on 16th July, 2013 and pursuant to the provisions of Sections 149,197,198 and other applicable provisions, if any, of the Companies Act, 2013, the ‘Articles of Association of the Company, and further subject to such other approvals and permissions as may be necessary, consent of the Company be and is hereby accorded for payment of remuneration by way of commission, in addition to sitting fees payable for attending the meetings of the Board of Directors or any Committee thereof, to Mr. R G Kapadia, Independent Director, with effect from the financial year 2014-2015 during his tenure as an Independent Director of the Company for such amounts as may be determined by the Board of Directors for each financial year, subject to a maximum of 1% of the net profits of the Company for each financial year as computed in the manner laid down in Section 198 of the Companies Act, 2013.

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RESOLVED FURTHER THAT in the event Mr. R G Kapadia ceases to be an Independent Director but continues as a Non-Executive Director such remuneration shall continue to be paid during his term as a Non-Executive Director of the Company”.

No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against on votes polled
E-Voting	585280097	12879754	97.85
Poll	63448428	9	99.99
	648728525	12879763	98.05

The above resolution has been approved with requisite majority.

Sd/- R G Kapadia

CHAIRMAN

Place: Mumbai

Date: 19.08.2014

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