NOTICE is hereby given that the 70th Annual General Meeting of the Members of the Company will be held at Kala Mandir, 48, Shakespeare Sarani, Kolkata – 700 017 on Thursday, the 27th day of July, 2017 at 11.30 A.M. to transact the following business:-

**ORDINARY BUSINESS**
1. To receive, consider and adopt the 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.
2. To confirm the payment of Interim Dividend and to declare Final Dividend on equity shares for the financial year ended 31st March, 2017.
3. To appoint a Director in place of Mr. Subir Chakraborty (having DIN 00130864) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. R. B. Raheja (having DIN 00037480) who retires by rotation and, being eligible, offers himself for re-appointment.
5. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   **“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any modification, variation or re-enactment thereof, as may be applicable and pursuant to the recommendations of the audit committee, B S R & Co. Chartered Accountants (Firm Registration No. 101248W/W100022), be appointed as statutory auditors of the Company, in place of retiring auditors S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005), to hold office from the conclusion of the 70th Annual General Meeting (AGM) until the conclusion of the 75th AGM and that the Board of Directors of the Company be and are hereby authorised to fix their remuneration for the said term and permit reimbursement of actual out of pocket expenses and taxes as applicable, as may be incurred towards performance of their duties.”

**SPECIAL BUSINESS**
6. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   **“RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, remuneration of Rs. 9,00,000/- (Rupees Nine Lacs only) plus out of pocket expenses and applicable taxes, payable to Shome & Banerjee, Cost Accountants (Registration No. 000001), for audit of the cost records of the products manufactured by the Company for the year ending 31st March, 2018 as approved by the Board of Directors, be and is hereby ratified:”

By Order of the Board

Sd/-

Jitendra Kumar
Company Secretary and
Sr. Vice President – Legal
Place: Mumbai
Date: 4th May, 2017
ACS No. 11159

**NOTES**

a. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of himself and a proxy need not be a member. A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member. The instrument of Proxy, in order to be effective, should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
b. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting is annexed hereto.

c. Route-map to the venue of the Meeting for the convenience of the members to attend the meeting is provided at the inside back cover of the Annual Report.

d. The Register of Members and Share Transfer Books of the Company will remain closed from July 21, 2017 to July 27, 2017 (both days inclusive). Final Dividend as recommended by the Board of Directors, if approved at the aforesaid Annual General Meeting, shall be paid to those shareholders whose names appear in the Register of Members of the Company, after giving effect to all valid share transfer(s) in physical form lodged with the Company on or before July 20, 2017 and in respect of shares in electronic form, to those (deemed members) whose names appear on the statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the end of business hours on July 20, 2017. The dividend declared at the Annual General Meeting shall be paid within thirty (30) days of declaration.

e. Information relating to the Directors retiring by rotation and seeking re-appointment at this Meeting, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.

f. Please note that pursuant to Section 124(5) of the Companies Act, 2013 (erstwhile Section 205A of the Companies Act, 1956) final dividend for the financial year ended 31st March, 2010 which remains unpaid or unclaimed, will be due for transfer to the Investors Education and Protection Fund of the Central Government on August 19, 2017. Particulars of shareholders who have not encashed their dividend warrants from the financial year ended 31st March, 2010 onwards are available on the Company’s website at http://www.exideindustries.com/investors/unclaimed-dividends.aspx and also on the website of the Ministry of Corporate Affairs. Members are requested to contact C B Management Services (P) Limited, Registrar and Share Transfer Agent of the Company for encashing the unclaimed dividends standing to the credit of their account.

g. Members holding shares in physical form are requested to notify/send the following particulars to the Company or its Registrars to facilitate better service:-

i. Bank account details i.e. Bank Account No., Name of the Bank, Branch, IFSC Code and Place with PIN Code No., in case the same have not been sent earlier;

ii. Any change in their address/bank details; and

iii. Details of share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.

h. Members holding shares in electronic form are advised that address/bank details as furnished to the Company by the respective depositories, viz., NSDL and CDSL, will be considered for payment of dividend through NECS, or any other electronic mode.

i. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form may submit their PAN to the Company or to the Registrars and Share Transfer Agent.

j. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, notices, circulars etc. from the Company electronically. Further, in case of any change in the e-mail address registered with the Company, a fresh e-mail id may kindly be sent to the Company. Members holding shares in demat form are requested to register/update their email address with their Depository Participant(s) only. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.

k. The Notice of AGM, Annual Report inter alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form are being sent in electronic mode to Members whose email address...
are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report inter alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form are being sent to those Members who have not registered their e-mail address with the Company or Depository Participant(s).

I. Members, Proxies and Authorised Representatives are requested to bring their Attendance Slips together with their copies of the Annual Reports to the Meeting, if sent in physical form. Copies of the Annual Report will not be provided at the AGM venue.

m. Members are requested to contact the Company's Registrar & Share Transfer Agent, C B Management Services (P) Limited, P-22 Bondel Road, Kolkata – 700 019 (Phone No. (033) 4011 6700/6725/6729/6742; Fax No. (033) 40116739; email id: rta@cbmsl.com) for reply to their queries/redressal of complaints, if any, or contact Mr. Arunito Ganguly, Deputy Company Secretary and Deputy General Manager (Legal) at the Registered Office of the Company (Phone (033) 2283 2150, email: cosec@exide.co.in).

n. Statutory Registers and relevant documents referred to in the Notice and the Explanatory Statement shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.

The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least (7) seven days before the date of the Meeting, so as to enable the Company to keep the information ready.

o. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members facility to cast their vote electronically on all resolutions set forth in this Notice through remote e-voting services provided by Central Depository Services (India) Limited (CDSL).

Mr. A. K. Labh, Practicing Company Secretary (FCS-4848/CP-3238) of M/s A. K. Labh & Co. Company Secretaries (email id: aklabhsces@gmail.com) of 40, Weston Street, 3rd Floor, Kolkata 700 013 has been appointed as Scrutinizer to scrutinize the remote e-voting and voting process to be carried out at the AGM in a fair and transparent manner.

The remote e-voting period begins on Monday, 24th July, 2017 at 9.00 A.M. and ends on Wednesday, 26th July, 2017 at 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. 20th July, 2017), may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Detailed instructions for availing of the remote e-voting facility are given separately along with this Notice.

The facility for voting through ballot paper/polling paper shall be made available at the AGM on 27th July, 2017 and the members as on the “cut-off date” i.e. 20th July, 2017, attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.

The results on the resolutions will be declared not later than 24 hours of conclusion of the AGM i.e. 28th July, 2017 or any adjournment thereof. The declared results along with the Scrutinizer's Report will be available on the Company's website at www.exideindustries.com and on the website of CDSL at www.evotingindia.com and will also be forwarded to the Stock Exchanges where the Company's shares are listed. Subject to receipt of
requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.

II. Procedure for remote e-voting:

(i) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

(ii) Click on “Shareholders” tab.

(iii) Now Enter your User ID

   a. For CDSL: 16 digits beneficiary ID;
   
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
   
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

<table>
<thead>
<tr>
<th>For Members holding shares in Demat Form and Physical Form</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>PAN</strong></td>
</tr>
<tr>
<td>*PAN</td>
</tr>
<tr>
<td>*Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number appearing on the enclosed Attendance Slip cum Electronic Voting Particulars in the PAN field.</td>
</tr>
</tbody>
</table>

(vii) After entering these details appropriately, click on “SUBMIT” tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN of Exide Industries Limited.

(xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
(xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”; else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Note for Corporate Shareholders

➢ Corporate shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporates.

➢ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

➢ After receiving the login details they have to create a compliance user, which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

➢ The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

➢ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) Shareholders can also cast their vote using CDSL’s mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows Phone users can download the app from the App Store and the Windows Phone Store, respectively, on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or cosec@exide.co.in.

III. Any person who acquires shares and becomes a Member after despatch of Notice of the 70th AGM and holds shares as on the cut-off date of 20th July, 2017 may obtain the sequence number for remote e-voting by sending a request to the Company’s RTA at rta@cbmsl.com.

IV. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. In case of joint holders, only one of the joint holders may cast his/her vote.

V. Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their voting right at the meeting through ballot paper. The Members who have already cast their vote by remote e-voting prior to the meeting and attending the meeting shall not be entitled to cast their vote again.

By Order of the Board

Sd/-

Jitendra Kumar

Company Secretary and

Sr. Vice President – Legal

Place: Mumbai

Date: 4th May, 2017

ACS No. 11159
EXPLANATORY STATEMENT REQUIRED UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 5

In terms of section 139(2) of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, the maximum tenure for undertaking an assignment of statutory audit for specified class of companies is restricted to ten consecutive years (two tenures comprises of five years each) for audit firms. The tenure of S. R. Batliboi & Co. LLP, Chartered Accountants is getting over at the ensuing 70th Annual General Meeting (AGM) of the Company and pursuant to the above noted provision they are not eligible to be re-appointed for a fresh term. Accordingly as per the said requirements of the Act, B S R & Co. LLP, Chartered Accountants are proposed to be appointed as auditors for a period of five (5) years, commencing from the conclusion of 70th AGM till the conclusion of 75th AGM, subject to ratification by members every year, as may be applicable. B S R & Co. LLP, Chartered Accountants have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also furnished a declaration in terms of Section 141 that they are eligible to be appointed as auditors and that they have not incurred any disqualification under Companies Act, 2013. The brief profile of B S R & Co. LLP, Chartered Accountants is as under:

Legal Status

B S R & Co. ("the firm") was constituted on March 27, 1990 having firm registration no. 101248W. It was converted into Limited Liability Partnership i.e. B S R & Co. LLP on October 14, 2013 thereby having a new registration no. 101248W/W100022. The registered office of the firm is at 5th floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalakshmi, Mumbai – 400 011. The firm also has offices across India in cities viz. Chandigarh, Delhi, Jaipur, Ahmedabad, Vadodara, Mumbai, Pune, Bangalore, Kolkata, Hyderabad, Chennai, and Kochi with over 2900 resources, led by over 230 Partners and Directors. The firm has several experienced Partners managing various offices all over India.

Affiliation


None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned with or interested in, financial or otherwise, in the Resolution set out at Item no.5 of the Notice.

ITEM NO. 6

The Board of Directors at its meeting held on January 25, 2017 appointed Shome & Banerjee, Cost Accountants to audit the cost records of the products manufactured by the Company for the year ending March 31, 2018. At the same meeting, the Board of Directors approved a remuneration of Rs. 9,00,000/- (Rupees Nine Lakhs only) plus out of pocket expenses and applicable taxes payable to Shome & Banerjee, Cost Accountants for conducting such audit.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the cost auditors shall be approved by the Board of Directors and subsequently ratified by the Members of the Company. Accordingly, the remuneration payable to Shome & Banerjee, Cost Accountants, for conducting the cost audit for the year 2017-18, as approved by the Board of Directors, is being placed before the Members for ratification.

The Directors recommend adoption of the Resolution at Item No.6 of the Notice by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned with or interested in, financial or otherwise, in the Resolution set out at Item no.6 of the Notice.

By Order of the Board
Sd/-
Jitendra Kumar
Company Secretary and
Sr. Vice President – Legal

Place: Mumbai
Date: 4th May, 2017

ACS No. 11159
**ANNEXURE**

Information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 with regard to the Directors seeking re-appointment at the forthcoming Annual General Meeting (Refer Item Nos. 3 & 4 of the Notice)

<table>
<thead>
<tr>
<th>Name of the Director</th>
<th>Date of Birth</th>
<th>Brief resume and nature of expertise in specific functional area</th>
<th>No. of equity shares held in the Company</th>
<th>Other Directorships in listed entities / Other Committee memberships* held</th>
</tr>
</thead>
</table>
| Mr. Subir Chakraborty (DIN 00130864) | 30.09.1957 | Mr. Subir Chakraborty is a mechanical engineer from IIT, Madras and PGDM from IIM, Kolkata. He has vast experience in marketing, sales, projects and general management. Prior to joining the Company in 1996, Mr. Chakraborty was the Chief Executive Officer of MSA (India) Ltd., a joint venture between the Company and Mining Safety Appliances Company, USA. | 1106 | DIRECTORSHIPS  
NIL  
COMMITTEE MEMBERSHIPS  
Membership in Stakeholders Relationship Committee  
Nil  
Membership in Audit Committee  
Nil |
| Mr. R. B. Raheja (DIN 00037480) | 19.06.1953 | Mr. R. B. Raheja holds a Bachelor's degree in Commerce and has a wide range of experience in industry and business. Mr. Raheja has also been dedicating himself to various educational and charitable trusts. | NIL | DIRECTORSHIPS  
1. Hathway Cable and Datacom Limited  
2. Prism Cement Limited  
3. Supreme Petrochem Limited  
COMMITTEE MEMBERSHIPS  
Membership in Stakeholders Relationship Committee  
Supreme Petrochem Limited (Member)  
Membership in Audit Committee  
Nil |

* Includes Chairmanship/Membership in Audit Committee/Stakeholders’ Relationship Committee.

Note: None of the Directors of the company are related to each other.