

21st July, 2016

The Secretary The Calcutta Stock Exchange Limited 7 Lyons Range Kolkata - 700 001 Fax: 033-2210 4500/4491; 2230 3020 CSE Scrip Code: 15060 & 10015060	The Secretary BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001 Fax: 022 - 2272 2037/2039/2041/3121 BSE Scrip Code: 500086
The Secretary National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot no. C/1, G Block Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 Fax: 022 - 2659 8237/38, 2659 8347/48 NSE Symbol: EXIDEIND	-

Dear Sir/Madam,

Sub: Annual Report: Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Please find enclosed a copy of the Annual Report of the Company for the financial year ended 31st March 2016, pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records.

Thanking you,

Yours faithfully,
For **Exide Industries Limited**


Jitendra Kumar
Company Secretary and
Senior Vice President - Legal
ACS No. 11159

Encl: a/a

**A PARADIGM
CHANGE**

**ROBUST PRODUCT
WORLD-CLASS TECHNOLOGY
BETTER EFFICIENCY**

Forward-looking statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated result based on the management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words, such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

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**FROM SMALL EMERGENCY
LIGHT BATTERIES TO
HUGE SUBMARINE
BATTERIES, ONE BRAND
ENJOYS AN UNRIVALLED
REPUTATION.**

EXIDE

**AT EXIDE,
WE ARE THE
LEADING
POWERHOUSE
OF KNOWLEDGE
FOR LEAD
ACID STORAGE
BATTERY
INDUSTRY,
BECAUSE
WE HAVE
THE WIDEST
SPECTRUM
OF LEAD ACID
BATTERY
PRODUCTS.**

EXIDE IS THE ONLY BRAND THAT OFFERS A BATTERY FOR EVERY TYPE OF VEHICLE ON INDIAN ROADS. IT IS THE PREFERRED BATTERY FOR MOST INTERNATIONAL AUTOMOBILE COMPANIES OPERATING IN INDIA. WITH EXTENSIVE PRESENCE ACROSS GEOGRAPHIES, EXIDE ENJOYS TOP-OF-THE-MIND BRAND RECALL AMONG ITS TARGET AUDIENCE.

**NOW THE BIG PICTURE AT EXIDE IS
ONE OF PARADIGM CHANGE.**

WITH AN ENRICHED PORTFOLIO, CONSISTENT FOCUS ON INNOVATION, OPERATIONAL EFFICIENCIES, DISTRIBUTION NETWORK AND SERVICE DELIVERY, EXIDE IS SETTING NEW TRENDS FOR THE INDUSTRY. THE OBJECTIVE IS TO PROVIDE THE CUSTOMER WITH A DIFFERENTIATED EXPERIENCE AND REACH THE NEXT LEVEL OF BRAND VISIBILITY AND REPUTATION.

**FY 2015-16 WAS A LANDMARK YEAR
FOR US IN TERMS OF THE INITIATIVES
THAT WE HAD UNDERTAKEN TO
SET ASIDE THE STATUS QUO AND
TRANSFORM.**

**DURING THE YEAR, WE INTRODUCED
A DIVERSE RANGE OF PRODUCTS FOR
EXISTING AND NEW MARKETS.**

**WE ADOPTED ADVANCED
TECHNOLOGIES TO ENHANCE
PRODUCTIVITY, EFFICIENCY AND
INTEGRATION.**

**WE STRENGTHENED OUR R&D
BACKBONE TO MAKE IT MORE
RESPONSIVE TO MARKET DEMAND.**

**WE RESTRUCTURED OPERATIONS
AND REVAMPED SERVICE
TOUCH POINTS TO MAKE THEM
MORE ALIGNED TO CUSTOMER
ASPIRATIONS.**

**WE CONDUCTED EXTENSIVE
TRAINING AND ENGAGEMENT
INITIATIVES TO INITIATE A CHANGE IN
THE THOUGHT PROCESS OF PEOPLE.**

**WE ARE BECOMING MORE AGILE
TO DELIVER ON THE EXPECTATIONS
OF CUSTOMERS AND ALL OTHER
STAKEHOLDERS.**

**WE ARE REFRESHED, REALIGNED AND
SETTING A NEW COURSE FOR THE
FUTURE, BEYOND OLD PARADIGMS
AND PERSPECTIVES.**

Evolution on!

Ever since inception, Exide has evolved through a consistent focus on customer aspirations, convenience, dependability and trust. The result is that we are one of the leading producers of lead-acid storage batteries for both automotive and industrial applications worldwide.

For decades, our brand has been embraced by generations in India and globally, because we have always improved our product portfolio and reinforced our service network in response to changing times. We focus on innovation and technology upgradation to not just meet present needs; but to build batteries that will energise the future.

We integrate insights of customers and business partners in the way we think and act in order to sustain leadership in a dynamic industry scenario. Our brand recall is top-of-the-mind to the extent that it is generic to the category. That is both an honour and a responsibility for us to continue to evolve and deliver on the expectation of customers, shareholders, employees and society.

Our vision

Providing credible value addition to customers, employees and shareholders while simultaneously being recognised by society as a responsible corporate citizen. In addition, achieving operational excellence while addressing and taking steps towards environmental protection.

Our mission

Strive to carefully balance the interest of all stakeholders; to fulfil aspirations of the employees and to passionately pursue excellence without deviating from our core values.

Our core values

- › Customer Orientation
- › Personal Integrity and Commitment
- › Teamwork and Mutual Support
- › Employee Development and Involvement
- › Striving for Excellence
- › Management by Processes and Facts
- › Responsible Corporate Citizenship

Quick Facts

6+DECADES OF INDUSTRY
PRESENCE**No.1**STORAGE BATTERY
COMPANY IN INDIA**5,000+**

EMPLOYEE STRENGTH

35,000+

TOTAL RETAIL NETWORK

**2.5Ah to
20,000Ah**BATTERY STORAGE
RANGE**100+**

OEM PARTNERS

40+

COUNTRY PRESENCE

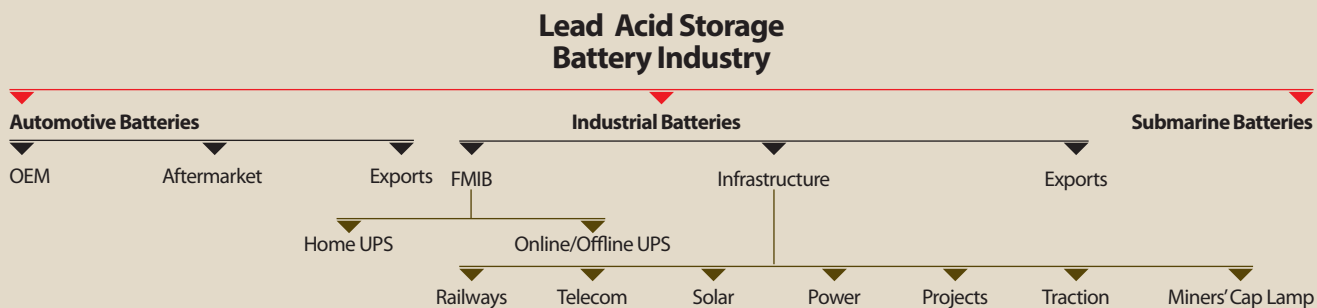
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REGIONAL OFFICES IN INDIA

227

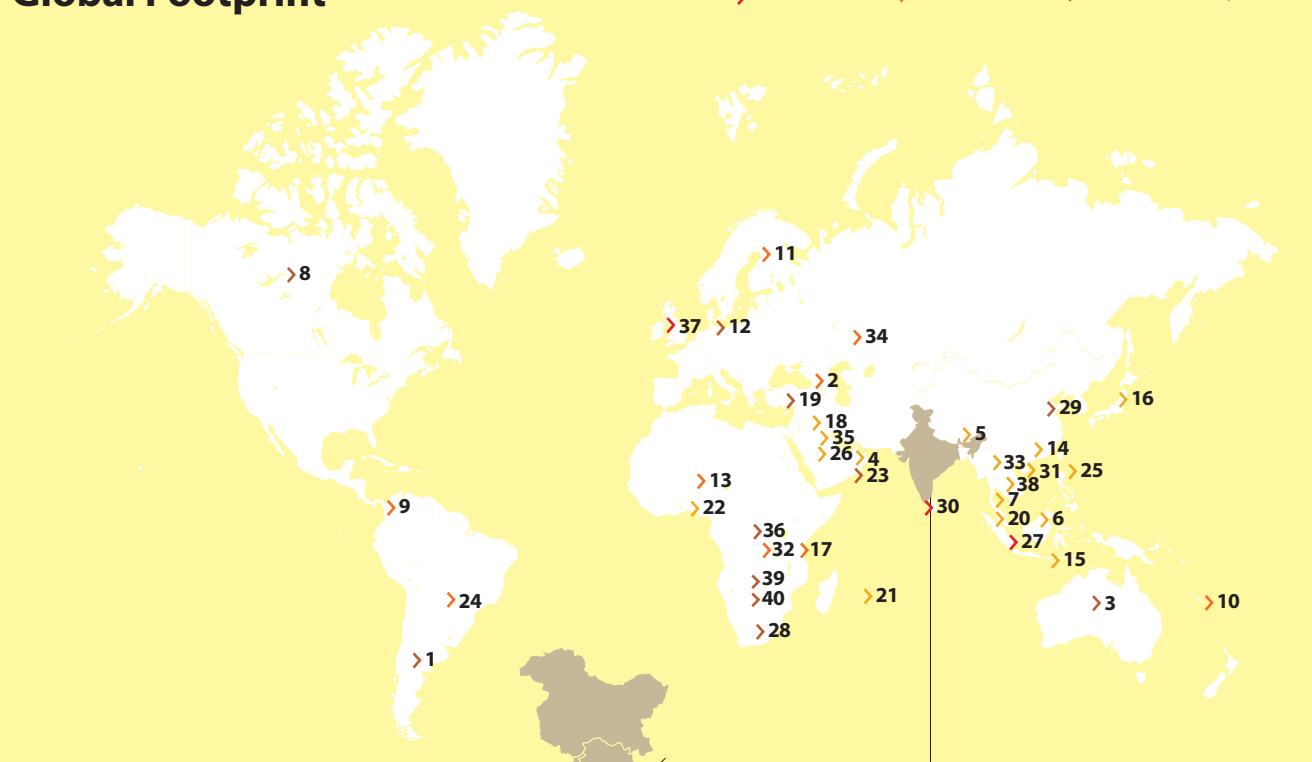
SALES AND SERVICE OFFICES IN INDIA

Our Business Divisions

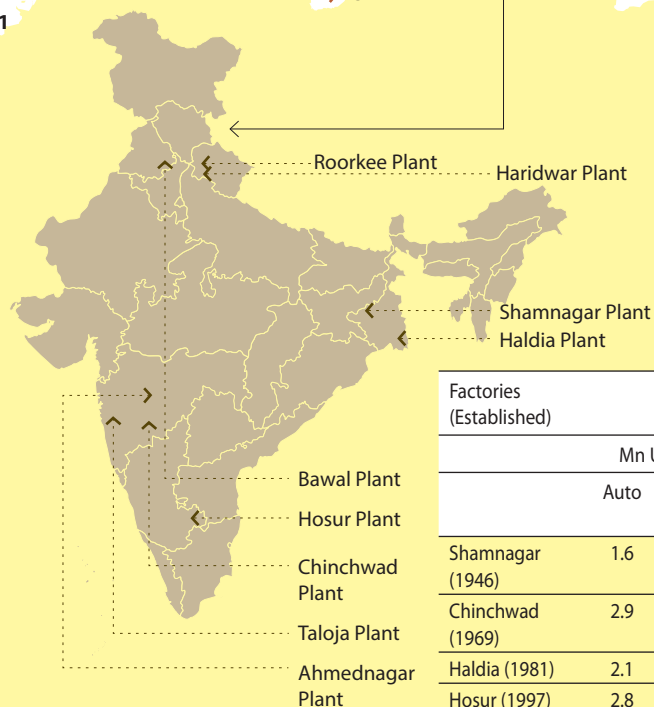


Global Footprint

> SUBSIDIARY > AUTOMOTIVE > INDUSTRIAL > BOTH



1	Argentina	23	Oman
2	Armenia	24	Paraguay
3	Australia	25	Philippines
4	Bahrain	26	Qatar
5	Bangladesh	27	Singapore
6	Brunei	28	South Africa
7	Cambodia	29	South Korea
8	Canada	30	Sri Lanka
9	Colombia	31	Taiwan
10	Fiji	32	Tanzania
11	Finland	33	Thailand
12	Germany	34	Turkmenistan
13	Ghana	35	UAE
14	Hong Kong	36	Uganda
15	Indonesia	37	UK
16	Japan	38	Vietnam
17	Kenya	39	Zambia
18	Kuwait	40	Zimbabwe
19	Lebanon		
20	Malaysia		
21	Mauritius		
22	Nigeria		



Factories (Established)	Capacity			
	Mn Units		M Ah	Mn units
	Auto	MC	Indl	HUPS Systems
Shamnagar (1946)	1.6		636	
Chinchwad (1969)	2.9	4.0		
Haldia (1981)	2.1		1102	
Hosur (1997)	2.8		1086	
Taloja (1998)	2.8	0.6		
Bawal (2003)		8.4		
Ahmednagar (2010)		9.0		
Roorkee (2011)				0.50
Haridwar (2012)				0.50
Total	12.2	22.0	2824	1.00

Manufacturing Capacities

Exide's range and scale of manufacturing operations can be matched by very few companies in the world. We have nine factories spread across India. Together, they can produce around 34.2 million units of automobile batteries (including batteries for motorcycle applications) annually, and over 2,824 million ampere-hours of industrial power every year.

Our facilities are strategically located near high-growth markets. Moreover, our manufacturing assets are proximate to ports, resulting in significant savings in logistics cost; considering significant imports of capital goods and raw materials. We also have presence in exports.

Equity Share Information

- > **Market Capitalisation (March 31, 2016):** Rs.11,870 Crores
- > **Proposed Final Dividend:** Re.0.80 per share (Face value Re.1)
- > **Promoters Holding:** 45.99%
- > **National Stock Exchange (NSE):** EXIDEIND
- > **Bombay Stock Exchange (BSE):** 500086
- > **The Calcutta Stock Exchange Limited (CSE) :** 15060 & 10015060

Our Certifications

Haldia (West Bengal)	■ ▲ ● ●
Hosur (Tamil Nadu)	■ ▲ ● ●
Shamnagar (West Bengal)	■ ▲ ● ●
Taloja (Maharashtra)	■ ▲ ● ●
Taloja, Submarine (Maharashtra)	■
Chinchwad (Maharashtra)	■ ▲ ● ●
Bawal (Haryana)	■ ▲ ● ●
Ahmednagar (Maharashtra)	■ ▲

- **ISO 9001** Quality management
- ▲ **TS-16949** Quality management
- **ISO 14001** Environment Management System
- **OHSAS 18001** Occupational health and safety management

Extensive Applications



AUTOMOTIVE

- > Passenger Vehicles
- > Automotive Stop Start
- > Commercial Vehicles
- > Tractors



OTHER AUTOMOTIVES

- > Hybrid Vehicles
- > Generator Starting
- > Flat Plate GEL



STANDBY

- > Power & Infrastructural Projects
- > Telecom
- > UPS
- > Inverter
- > Miners' Cap Lamp



NON-CONVENTIONAL ENERGY

- > Solar



TWO WHEELERS

- > MC Conventional
- > Motorcycle MF
- > MC VRLA
- > E Bike



MOTIVE POWER

- > Traction
- > Electric Vehicles
- > Golf Cart
- > Submarine - Type I, II, III

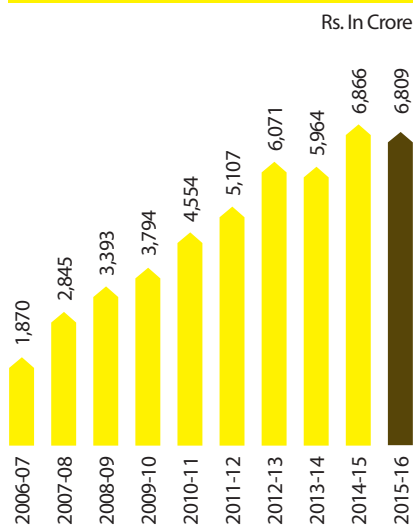


RAILWAYS

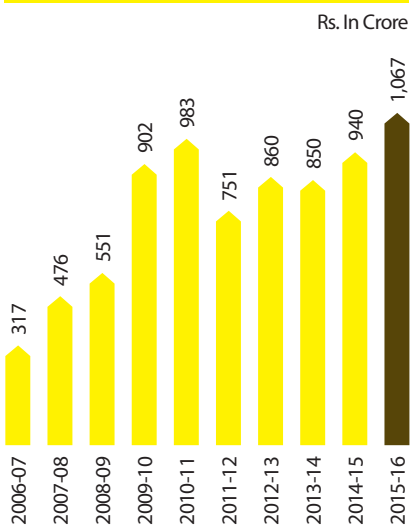
- > Train Lighting & Air-Conditioning
- > Electric Multiple Units
- > Diesel Loco Starters
- > Signalling & Telecom

Key Performance Indicators

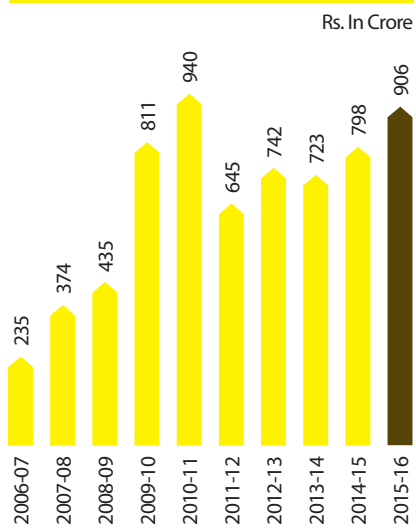
TURNOVER



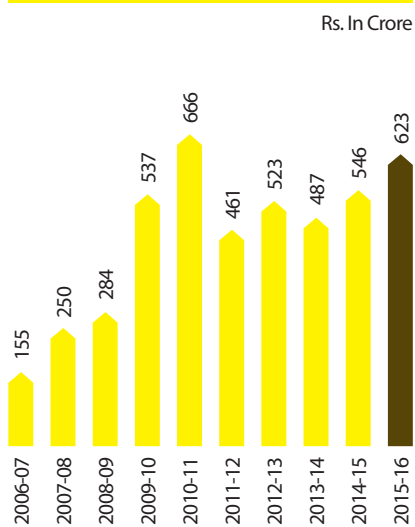
OPERATING PROFIT (EBITDA)



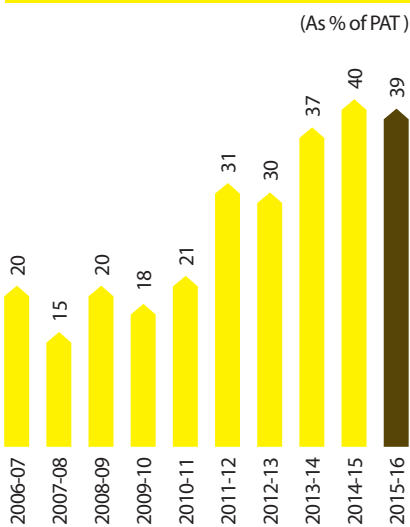
PROFIT BEFORE TAX (PBT)



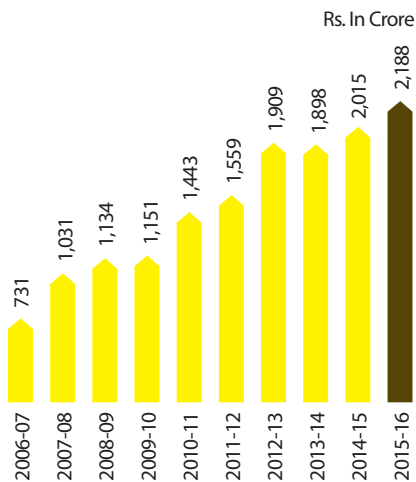
PROFIT AFTER TAX (PAT)



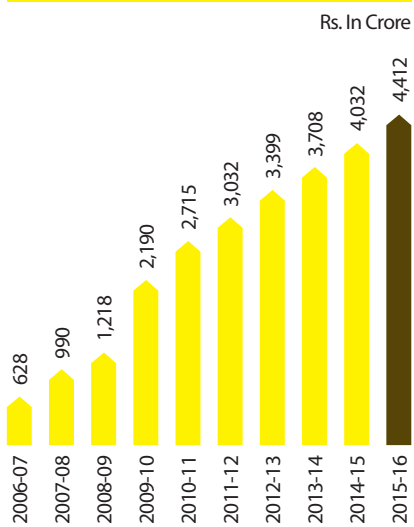
DIVIDEND PAYOUT



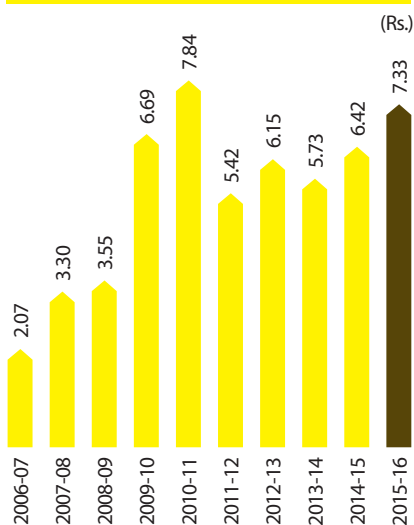
CONTRIBUTION TO THE EXCHEQUER



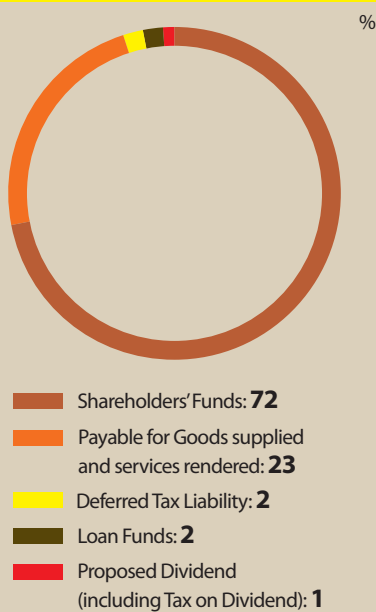
SHAREHOLDERS' FUNDS



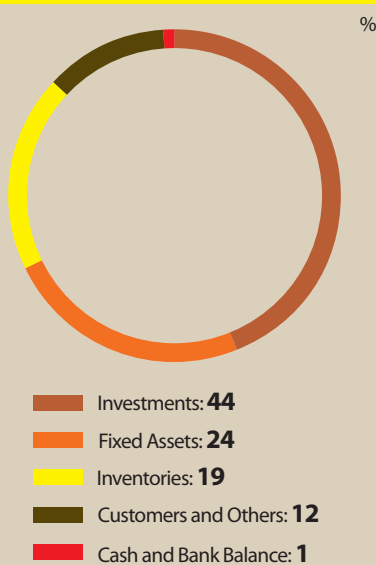
EARNINGS PER SHARE



SOURCES OF FUNDS



APPLICATION OF FUNDS



PROFIT AFTER TAX

14%

Y-O-Y ⬆

EBITDA

14%

Y-O-Y ⬆

EARNINGS PER SHARE

14%

Y-O-Y ⬆

SHAREHOLDERS' FUND

9%

Y-O-Y ⬆

Energising Lives

AUTOMOTIVE BATTERY RANGE



Four-wheeler Batteries



Exide Matrix
Exide Mileage
Exide EEZY
Exide Little Champ
Exide Xpress
Exide Jai Kisan
Exide Jai Kisan Shakti



Three-wheeler Batteries



Exide E-Ride (E-Rickshaw
battery)
Exide Eko



Two-wheeler Batteries



Exide Xplore
Exide Xtreme
Exide Bikerz
Exide Skutec



Inverter Batteries



Exide Gel Magic
Exide Invatall
Exide Invamore
Exide Invasmart
Exide Invaplus
Exide Instabrite



Genset Battery



Exide Genplus



Solar Battery



Exide Kiran



Home UPS



Exide Pure Sine Wave
Exide XTATIC
Exide ECO

INDUSTRIAL BATTERY RANGE



Railways

- > Train Lighting - 3LMX120P Flooded
- > Train Lighting & Air Conditioning
- > Electric Multiple Units - Flooded
- > 4DS21TF - Diesel Loco Starter
- > Stationary Battery - SPG Type

Telecom

- > AGM - VRLA Battery
- > Tubular Gel VRLA battery

Solar

- > Solatron SGL
- > Solatron - Tubular Gel VRLA 2V Cell
- > Solatubular & Solablitz Tubular Flooded Range
- > Solar Tubular - LMXT 2V Range

Power and Infrastructural Projects

- > Exide HR Tubular Standby Batteries (HDP & NDP)
- > Exide TBS Tubular Batteries
- > Exide Planté - A byword for reliability
- > Futuristic Exide Gel Tubular Batteries
- > Exide VRLA Batteries
- > Powersafe UPST

Online / Offline UPS Systems

Flooded Range

- > 6EL Range - Tubular Design
- > 6EL Plus Range - Tubular Design
- > 6ELF Range - Flat Plate Design

SMF VRLA Range

- > Powersafe Plus - AGM VRLA
- > Powersafe NXT
- > Powersafe XHD - VRLA Tubular

Exide Range

- > SMF VRLA - Exide PowerSafe Plus Range
- > SMF VRLA - Exide PowerSafe NXT Range
- > Tubular Gel VRLA - Exide PowerSafe XHD Range
- > Flooded Tubular - 6EL Range
- > Flooded Tubular - 6EL+ Range

Chloride Range

- > SMF VRLA - Chloride SafePower CS7-12

SF Range

- > Tubular - SF Tube Power

Home UPS and Inverters

- > InvaRED
- > InvaTUBULAR
- > IT 500 Super
- > Intellisense INVATUBULAR
- > InvaGO
- > InvaMASTER
- > Tubular GEL

Miners' Cap Lamps

- > LED Miners Cap Lamps - Smartlite
- > Exide Oldham GT Miners Cap Lamps

Higher KVA Systems

- > HKVA UPS System (2.0 to 12kVA)

Lower KVA Systems

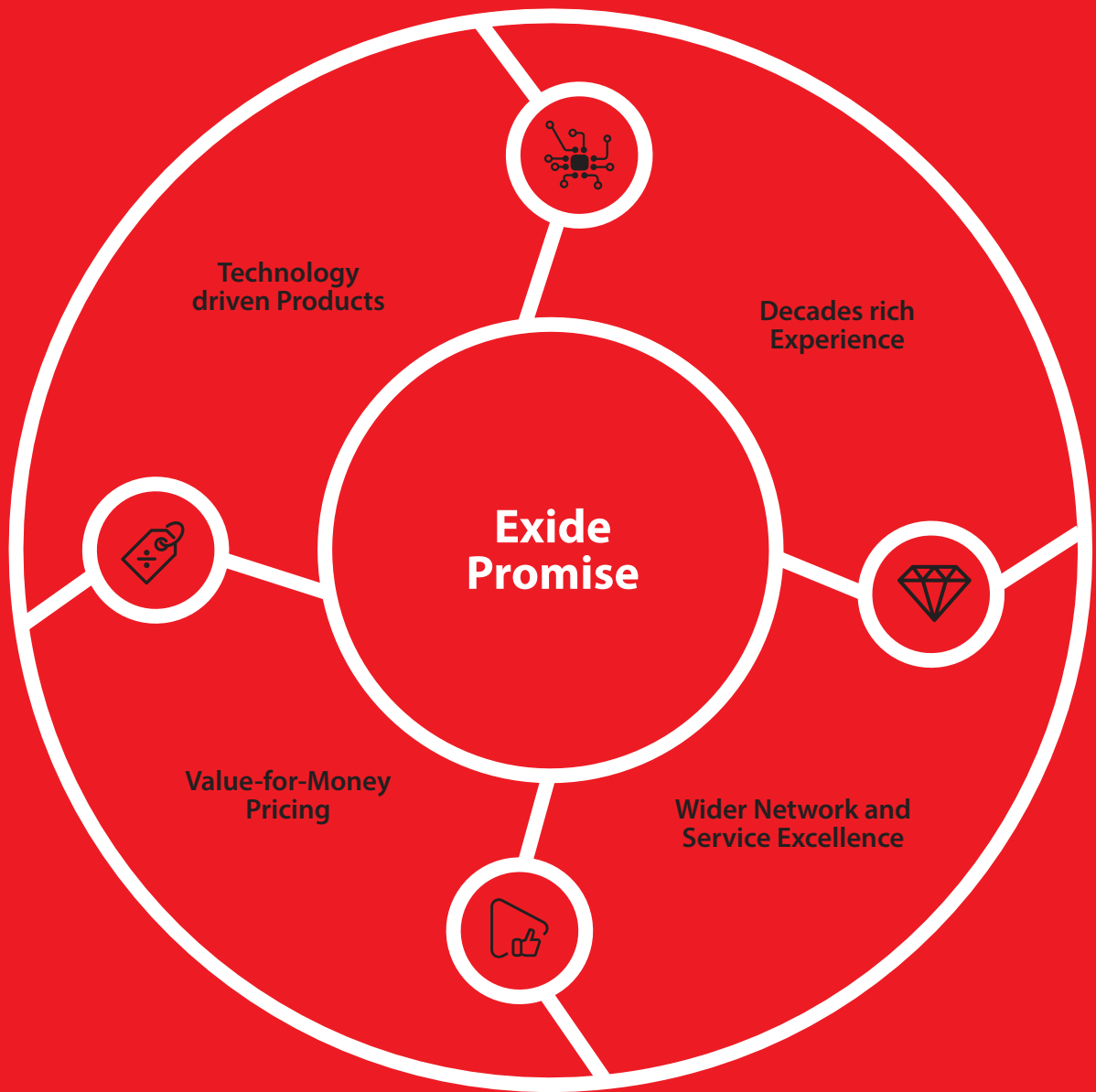
- > Exide Premium Pure Sine Wave UPS
- > Exide Xtatic Home UPS System
- > Exide ECO Home UPS System

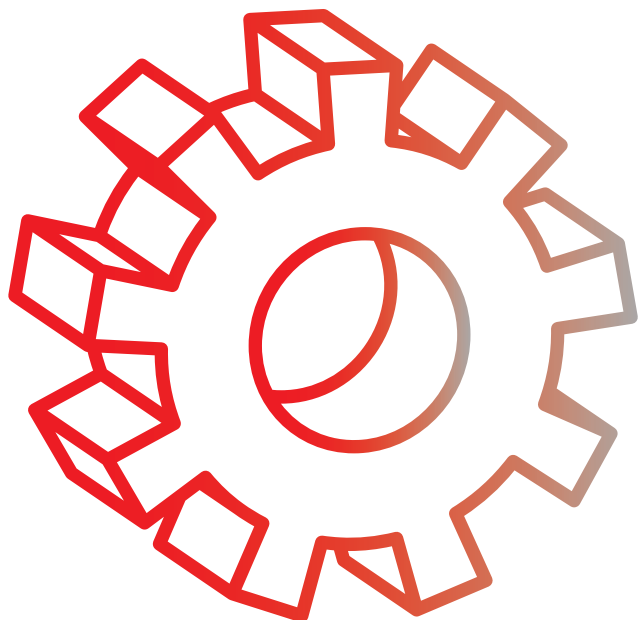
SUBMARINE BATTERY

Exide is the only producer of submarine batteries in India approved by Indian Navy and one of the few in the world.



Every day, we are refreshing our brand to make it more contemporary and aligned to customer aspirations across India and the world. This process of transformation will pave the way for the next altitude.





TECHNOLOGY EXCELLENCE BRINGS **PARADIGM CHANGE**

TECHNOLOGY IS THE PRIME DRIVER OF OUR PARADIGM SHIFT AT EXIDE. CONSISTENT FOCUS ON INCORPORATING BEST-IN-CLASS TECHNOLOGIES ENABLES US TO STAY AHEAD OF THE CURVE IN A HYPER COMPETITIVE MARKET SCENARIO. DURING FY 2015-16, WE INVESTED IN ADVANCED TECHNOLOGIES TO ELEVATE OUR PRODUCT QUALITY, USHER IN A GREATER DEGREE OF AUTOMATION AND ACHIEVE OPERATIONAL EFFICIENCIES.

Technology Collaborations

We are fostering (on-going) technical collaboration and assistance agreements with East Penn Manufacturing Company Inc, USA, (EPM), a leading high quality US manufacturer of lead-acid batteries and related knowhow. EPM is providing technical assistance and support for the manufacture of both automotive and industrial batteries; as well as the two captive lead smelting units belonging to your subsidiary company.

Major up-gradations and introduction of most advanced product design and manufacturing technologies are currently in progress for the manufacture of automotive batteries of the highest quality.

We also have agreements with Hitachi Chemicals (formerly Shin-Kobe Electric Machinery Co. Limited), Japan for a variety of automotive and VRLA industrial products. This collaboration has enabled us to launch an advanced VRLA solution for the ever-growing telecom market with un-matched life expectancy.

We have an existing technology cooperation agreement with Furukawa Battery Company Limited, Japan for advanced, maintenance-free batteries for four-wheelers as well as for VRLA batteries for two-wheelers.

Capital Expenditure

We have a planned capital expenditure of over Rs. 1,400 crores for technology up-gradation, making the organisation more cost-efficient and driving higher automation. This will enable us to reinforce our market leadership across product segments through better product quality and durability.

Culture of High Efficiency

At Exide, we have built an efficient cost structure without compromising on performance and quality of products.

We are developing total production maintenance (TPM) with consistent emphasis on quality. We undertake multiple KAIZEN initiatives to build a stronger operating ecosystem. These initiatives are reducing cost, minimising wastage and leading to optimum resource utilisation.

We are putting in place a robust manufacturing ecosystem to ensure global quality standards. We have a 'four zero' tenet in this regard – zero breakdown, zero defects, zero accidents and zero waste. We are deploying the TPM policy across our factories. We are also extending it to our upstream partners and vendors.

New Technology Implementations (Industrial)

We are implementing a large scale Cast-On-Strap (COS) line at Hosur, which will be manufacturing large-size batteries in FY 2016-17, enabling faster turnaround and output. At our Haldia plant, we commenced operations of another COS line for much larger batteries (traction cells).

We implemented Double Orifice Paster (DOP) at the Hosur Plant for VRLA batteries for product quality consistently.



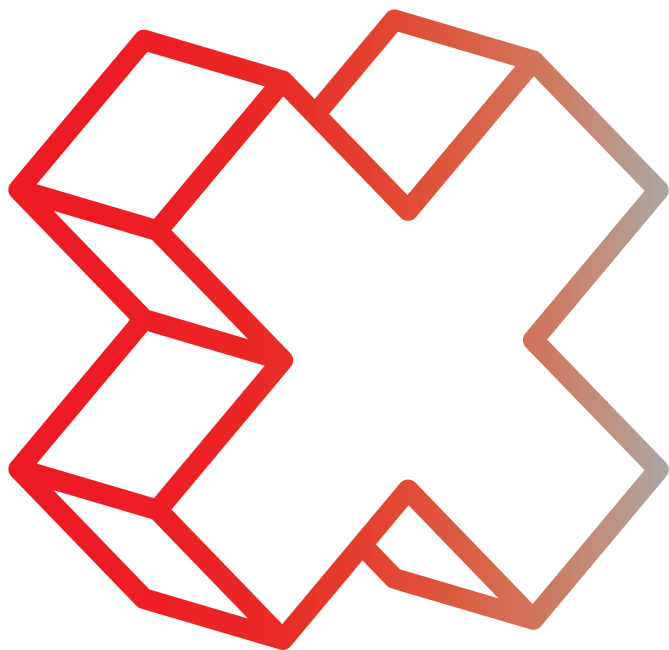
- > Part of Hitachi Group Japan
- > For automotive and industrial division



- > For automotive batteries at Taloja factory



- > For technical collaboration and assistance



R&D EXPERTISE BRINGS **PARADIGM CHANGE**

OUR R&D CAPABILITIES ARE UNVEILING NEW PRODUCTS FOR EXISTING AS WELL AS NEW MARKETS, CUSTOMER SEGMENTS AND DELIVERY PLATFORMS. THE RESULT IS DISRUPTIVE CHANGE, WHICH SETS ASIDE FAMILIAR WAYS OF THINKING AND DOING BUSINESS.

Driving Innovation

Our in-house R&D Division is recognised by the Department of Scientific and Industrial Research, Government of India, as a fully accredited Research Centre in the field of energy storage. We have over 50 professionals driving consistent product-process innovation. We focus on the development of differentiated technology for tropical countries for long life and low top-up characteristics.

R&D Agenda

- › Offer the most advanced storage solutions at minimum cost
- › Work closely with technology partners to achieve better outcomes
- › Develop cutting-edge products for domestic and international markets
- › Develop new materials as well as advanced manufacturing techniques

R&D ACHIEVEMENTS (AUTOMOTIVE)

- High life battery for E-Rickshaws
- Introduced high-life batteries using expanded positive technology for car applications
- Introduced punched technology for batteries in car and SUV segments
- Introduced fully sealed batteries for passenger cars
- Introduced new designs for OEMs
- Introduced new products in inverter segment

E-RIDE is the brand for E-Rickshaw Segment

We were one of the first few companies to enter into the E-Rickshaw battery segment, enjoying the first-mover advantage. We have launched batteries in 88Ah, 100Ah and 115Ah in Flat Plate and 100Ah in Tubular plate with 6 months and 12 months warranty, respectively. E-Ride Red range has been launched at a lower price to compete with local brands. We are working on E-Rickshaw charging station kiosks, which will be launched shortly.

R&D ACHIEVEMENTS (INDUSTRIAL)

- Introduced new products in industrial inverter segment
- Introduced new products in telecom segment
- Automation across factories to ensure consistent product quality
- Strengthened our portfolio in the renewable energy space
- Consolidated our gel-based product portfolio
- Developing tubular gel based products, which will be products of the future

New Products Launched



INVA TALL Range

Tall battery. Taller performance.



Exide INVA MORE

Get more out of life.



Inverter – Exide GEL MAGIC

India's first supergel technology enabled inverter battery.



E-Ride Range (with Taller Flat Plates)

The E-Rickshaw specialist.



E-Ride Tubular Battery (Tubular Design)

The Tubular E-Rickshaw Specialist.



New products for Trade Market - 'EEZY' Range of Batteries

Easy to drive. Easy on your pocket.



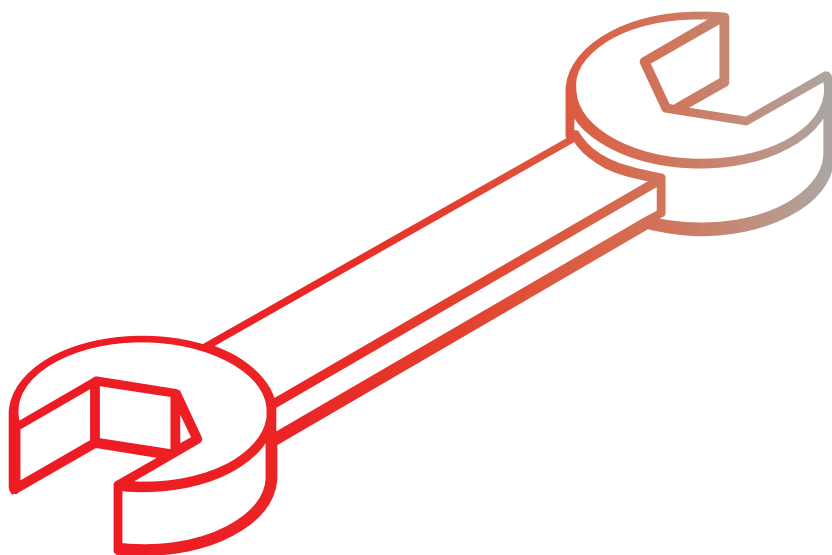
New Low Cost for Trade Market - 'DYNEX Range'

Heavy on performance. Low on price.

New Products

- **Railways:** Two new products under development, which will be rolled out in FY 2016-17
- **Power Projects:** We have introduced gel-based products (Powergel) for the power sector. We executed the first order in March, 2016
- **Solar:** We launched all intermediate ranges. We plugged in our gaps in product range through strategic product launches
- Introduced multiple products in the economy segment, i.e. Home UPS, enabling us to improve market share

- Launched low-cost 40Ah battery (domestic solar lighting system), 75Ah battery (street lighting systems) and 150Ah battery (large solar installations)
- Introduced tubular gel products for solar sector - these are user-friendly, maintenance free and rugged tubular batteries
- **Telecom:** Introduced advanced VRLA version batteries
- **Home UPS:** Inva Master series and Tube Master series (low-cost version)
- **Institutional UPS:** Powersafe Plus



ROBUST SERVICE NETWORK BRINGS **PARADIGM CHANGE**

WE HAVE STEADILY STRENGTHENED OUR SERVICE EXCELLENCE TO REINFORCE OUR BRAND PROMISE THAT 'EXIDE CARES'. WE HAVE IMPLEMENTED MANY INNOVATIVE STRATEGIES THAT OFFER A TRULY DIFFERENTIATED AND CUSTOMER-CENTRIC PROPOSITION. WE WILL PUT MORE EMPHASIS ON STRENGTHENING OUR SERVICES, SETTING NEW TRENDS FOR THE INDUSTRY TO EMULATE.



Transparent Battery Check-up

We have created an ecosystem at our dealer outlets, where a consumer can get his/her batteries checked and get a report card on its health within 10 minutes. This ecosystem is powered by globally benchmarked equipment from the US. The result of these check-ups helps the Company to take prompt decision on warranty and replacement.

Exide Batmobile - Free Emergency Service

The Exide BATMOBILE is an emergency on-road service for cars and SUVs with a battery problem. This service is provided for batteries of any make and brand. Started in 2000, Exide BATMOBILE has spread over 85 locations with a fleet of 124 two-wheelers and continues to grow popular among customers. Millions of customers have benefited from this service over the last 16 years.

Exide Care

We have more than 1,500 Exide Care exclusive outlets, ensuring best-in-class customer experience. These outlets reflect our commitment to superior customer care and services, offering complete auto power solutions through our wide range of products.

Exide Care outlets are designed to maintain specified service standards and offer complete customer delight and experience of the brand through a combination of state-of-the-art design, pleasant ambience, cutting-edge service technology and customer focus.

1,500+

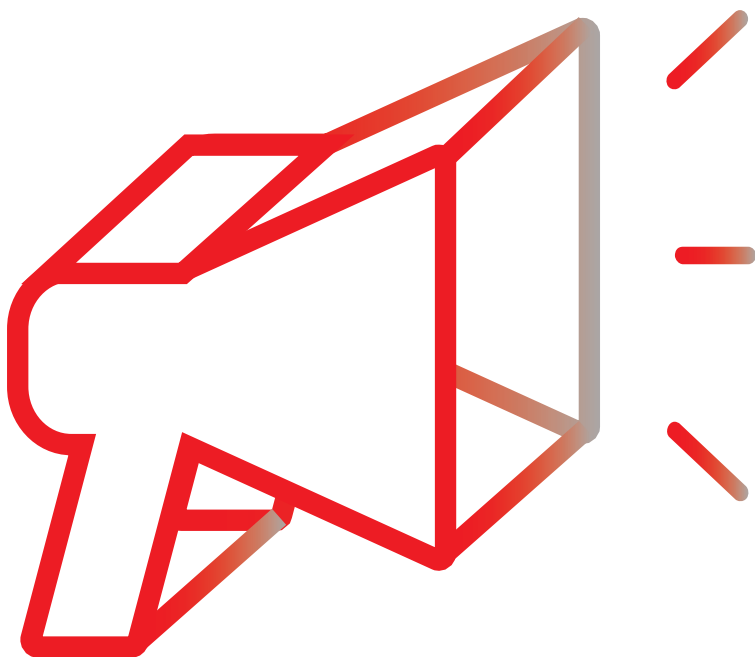
EXIDE CARE
EXCLUSIVE OUTLETS

30+

POWER CENTRE
OUTLETS (INDUSTRIAL)



Customer Care
1800-103-5454



WIDER VISIBILITY BRINGS **PARADIGM CHANGE**

A LEGACY BRAND LIKE EXIDE NEEDS TO BE CONSTANTLY REFRESHED AND CONTEMPORISED WITH A POSITIVE RESONANCE FOR GREATER EYE SHARE NATIONALLY AND INTERNATIONALLY. OUR BRAND REPUTATION IS UNRIVALLED IN THE INDUSTRY. STUDIES HAVE SHOWN THAT THE BRAND'S UNAIDED RECALL WITH THE TARGET AUDIENCE IS SIGNIFICANT. NOW, WE NEED TO BUILD ON THAT FOUNDATION TO CREATE A NEW PARADIGM OF BRAND PROMISE.



BRAND VISIBILITY (AUTOMOTIVE)

E-Ride Campaigns

Exide used the opportunity of a growing market to launch E-Ride, the first branded battery for E-Rickshaws. Since then Exide has been actively hosting roadshows and activations to help E-Rickshaw customers get maximum returns through regular maintenance of their battery.

Exide First

Our automotive division has developed a dynamic programme to drive brand visibility and demand generation. The visibility aspect focuses on audit, implementation and close monitoring of on-shop, in-shop and POS materials to ensure maximum brand salience across outlets. We have a coverage of 60 spokes and 7,253 dealerships by Field Champions, visiting each outlet at least once every quarter. In 2015-16, over 6,449 demand generation activities have also been conducted which have resulted in reaching out to more than 83,598 consumers by selling 5,643 batteries through dealers. Exide First, in 2016-17, plans to cover more than 160 spokes for customer engagement and superior visibility.

Marquee Campaigns

Project Kisan is our on-going initiative to build an enduring relationship with customers, especially in rural areas. This service is offered free of cost, when a team

of company officials visits the villages and provides servicing for tractor batteries, irrespective of the brand.

Project Highway is another on-going service programme to serve the truck segment. Under the scheme, we provide battery servicing facility on highways, which are availed by truck drivers.

Exide's tertiary distribution network of *Humsafar* partners is now 19,000 strong. During 2015-16, we have introduced a customised *Humsafar* Scooter service for a faster turnaround time for warranty claim settlement.

Exide special distribution network of CV Dealers and Kisan Dealers continue to help the company to grow in the difficult segments of commercial vehicles and tractors.

In-shop Branding

Exide Care Outlets: An exponential nationwide expansion of Exide Care outlets ensures wider reach.

Non-Exide Care Outlets: This year has also seen a makeover of Non-Exide Care outlets. Carried out in two distinctive phases, over 2,500 Non-Exide Care outlets were revamped this year, using, for the first time in India, a unique tiling method of branding. This method reduced time and cost of the execution to a substantial extent.

In-shop POS: Every Exide outlet stands out with communication materials ranging from posters, danglers, streamers, banners, standees, leaflets, rate cards to many more such items. These materials help attend customer queries and guide them in making their purchase decision.

Roadshows and Exhibitions: Outdoor on-ground visibility at the consumer level continued through the tradition of connecting and engaging with consumers (B2B and B2C) closely and relevantly by participation at various events.

Eye-catching van branding for roadshows with different panels, also showcase our offerings across automotives, two-wheelers and inverter categories.

BRAND VISIBILITY (INDUSTRIAL)

Over 2,500 authorised dealers cater to diverse needs of industrial customers. We have tractors for traction customers, which provide service in the various industrial areas of the country through reactive and proactive services. We have over 10 tractors with a pan-India service network and dedicated personnel for traction.

Exide Power Centre Shops: Launched to establish a common look and feel and standardised positive brand experience for the customer. We have several Exide Power Centre shops across India.

Business Division Review



AUTOMOTIVE DIVISION

At Exide, we offer a comprehensive range of automobile batteries in India. Our automotive product range is built to endure Indian road conditions. We offer best-in-class design in accordance with stringent application requirements.

We have been recognised as the original equipment supplier for the world's top automotive companies operating out of India.

We maintained our dominant OEM and after-market status for both four-wheeler and two-wheeler vehicles.

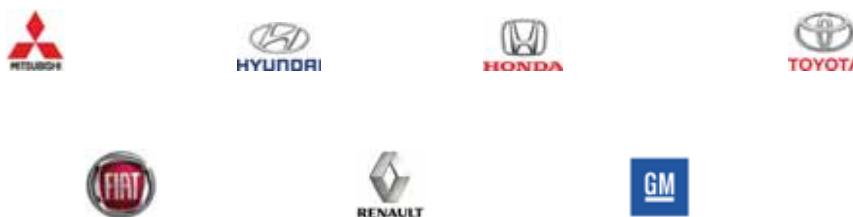
Going Forward

India is well positioned to cater to domestic demand, while leveraging export opportunities. Rise in India's working-age population is likely to help stimulate the growing market for private vehicles. Rising affordability, growing prosperity and easier accessibility to finance are expected to positively impact the four-wheelers market. However, two-wheelers will remain the preferred choice for a large section of people. Moreover, predictions of a better monsoon will enhance the demand for tractors in rural India.

We will continue to remain the preferred choice in India and globally.

Marquee Customers (Automotive)

Key MNC Customers



Key Domestic Customers



INDUSTRIAL DIVISION

We offer a wide range of industrial batteries, covering capacities from 2.5 Ah to 20,600Ah. These batteries are used by power, telecom, infrastructure and computer industries. Besides, we also provide batteries to the railways, mining and defence sectors.

We offer complete solution regarding equipment selection, battery sizing, optimum room layout, installation, operation and maintenance.

Key Highlights, FY 2015-16

- Registered moderate growth in both Institutional UPS and traction divisions owing to innovative offerings as well as greater market penetration across all customer segments
- Launched new and cost-effective products in Home UPS Tubular Battery division, which received an encouraging response
- Expanded our range in the telecom division, which is showing great promise
- Tested the advanced VRLA designs in 2V

VRLA found superior acceptance and performance. This is expected to boost industrial sales

- Introduced new cost-effective range of products in the solar segment, enhancing our competitiveness in the market
- Consolidated our position in the Gel-based battery products
- Developed new products in Zambia, Zimbabwe, Uganda and Lebanon
- Launched a Battery Monitoring System (BMS) for traction, which locally monitors and uploads data on Cloud
- Launched monitoring equipment like blinkies, which blinks automatically when the water level goes down – Normal Blinky and Classic Blinky in which colour changes
- Introduced protective systems like Epoxy coating; it helps in reviewing the current leakage
- Offered extended warranty in some of our products (up to 10 years). This is for Planté and Tubular San (TBS) batteries against an AMC

Going Forward

The Government of India's proactive policy initiatives like the Make in India, Digital India, Skill India, Power For All are likely to transform the face of India's urban and rural development landscape. We are poised to partner this resurgence with our wide range of products.



Marquee Customers (Industrial)

Key MNC Customers



Key Domestic Customers



SUBMARINE DIVISION

We manufacture high-end submarine batteries conforming to the most stringent technical specifications and quality control standards. We are the country's only Company to maintain a dedicated manpower to manufacture such specialised batteries. We are one of the few battery manufacturers who are capable of manufacturing submarine batteries for a wide range of submarine designs, such as Russian (Foxtrot/ Romeo/ Kilo/ 636/

Amur class), German (209 class), French (Scorpene class) and Indigenous (Nuclear powered) design submarines. At present, we manufacture two sets to export to Algeria and two are in the pipeline to export to Russia (Admiralty shipyard). Our batteries for Russian submarines are certified by Russian design agency 'Rubin', as compliant to norms.

During FY 2015-16, submarine batteries recorded an impressive growth of around 42% over the previous year.

Human Face of Exide

OUR BRAND PROMISE IS DRIVEN BY OUR PEOPLE, WHO ARE TRAINED TO SHARPEN THEIR SKILLS, GATHER AND SHARE RELEVANT KNOWLEDGE AND PERFORM AS POTENTIAL LEADERS. WE STUDY THE BEST PRACTICES IN TRAINING, ENGAGEMENT, LEADERSHIP AND VALUES. THE INSIGHTS GAINED ARE THEN ANALYSED, DISTILLED AND INTEGRATED AT EXIDE.

Nurturing Future Leaders

Our People Strategy in FY 2015-16 was a continuation of our initiatives in the previous year. The engagement and training programmes during the year aimed at creating a Team Exide that is knowledge-led, agile and equipped to meet future opportunities. The objective was to significantly raise Team Exide's competency levels.

Strengthening Qualified Workforce

Our annual HR Reflexions Survey focused on Talent Management as a top priority. As a result, we strengthened our skilled workforce base, bringing on board more chartered accountants, MBAs and engineers. This approach has led to greater stability at the operational and technical levels. At present, 75% of Exide employees have professional qualifications, a benchmark not prevalent in the manufacturing sector.

Instilling a Culture of Excellence

Exide's culture is people and performance centric. Throughout the year, we reinforce that culture by ensuring that each member of Team Exide must understand not only the Company's vision, but also know his/her own roles, responsibilities, and the specific initiatives that need to be undertaken to achieve the vision.

During challenges, the motivation to achieve the organisational vision is higher than the urge to avoid the discomfort. We strongly believe that, with clarity of purpose and a strong desire to succeed, our colleagues can move forward towards the vision of the organisation.

Training and Engagement Programmes

- Tea-time with HR and HR Sampark
- Functional, behavioural and technical training programmes for enhancing people capabilities
- As part of a learning programme, teams from Exide were sent to our technological collaborators in the US and Japan
- Programmes for sales personnel focused on enhancing skills for business development and management
- Behavioural and leadership skills improvement training was conducted for plant-level employees
- Functional and technical programmes for the middle and senior management were conducted at XLRI, Jamshedpur, ISB, Hyderabad and NITIE, Mumbai

We conducted an Employee Engagement survey this year; we scored 7.4, which is encouraging and reflects a high level of people engagement.



BEST HR PRACTICES AWARD
FROM GENIUS CONSULTANTS IN
ASSOCIATION WITH THE TIMES
OF INDIA

Engagement Priorities

Exide Fit

Involves connecting with a new recruit and tracking his/her progress for the first six months. The objective is to ensure that the employee's transition to a new position is smooth



HR by YOU

Focuses on the implementation of best practices suggested by new recruits from their past organisational experience. Nearly 80-100 suggestions are shared a month, of which some insightful ones are integrated within Exide



LEAP (Leveraging Employees through Assessment of Potential)

Identifies junior management executives who have the potential to grow; and are then groomed separately



Exide STAR (Segmented and Targeted for Attraction and Retention)

Identifies employees critical for the organisation's growth and whose retention is crucial

Exide TAG

Encourages Employee Referrals for positions in Exide to attract high-performing talent with cultural fit



Delivering on Community Aspirations

OUR COMMUNITY INITIATIVES FOCUS ON PROVIDING HEALTHCARE FACILITIES, EDUCATIONAL SUPPORT, ENVIRONMENTAL SUSTAINABILITY AND EMPOWERMENT OF WOMEN. AS A RESPONSIBLE BRAND WITH A RICH LEGACY, WE WILL CONTINUE TO CARE FOR THE COMMUNITY THROUGH NEED-BASED INTERVENTION.



Driving Community Uplift

We aim to improve the life of people in the vicinity of our manufacturing facilities through various initiatives. The villages around our manufacturing plants are provided with necessities of daily life under various programmes. We concentrate on four basic factors:

- Health
- Education
- Environment
- Women empowerment

Our CSR Approach

Our CSR approach fulfils our social objectives. The approach includes:

- Installing solar LED lights in schools without electricity
- Sinking tube wells in villages facing shortage of potable drinking water

- Fulfilling primary health needs of villages near our manufacturing plants through mobile health clinics
- Providing relief to victims of natural disasters, helping them start their life afresh
- Donating essential items to under-privileged section, making their life more enriching
- Providing beautician training at the 'make-up centre' in Hosur. Our trainers teach girls the essentials of beauticians' course and help them set up independent parlours

UNICEF tie-up for Water, Sanitation and Hygiene

Our association with the UNICEF for the National WASH programme is globally recognised. We focus on school

children and train them in water, health and sanitation programmes to reduce waterborne diseases.

Our relationship with UNICEF contributes to the environment as well. We recycle old and used lead acid storage batteries and customers are encouraged to return their old batteries to Exide for recycling.

We are one of the few large lead acid storage battery manufacturers recycling old batteries at our smelters. Hence, the impact on the environment is minimised.



CINI

We provide financial assistance to CINI, which execute various programmes for the development of marginalised people.

- > Providing basic education to children living in urban slums near our head office at Kolkata
- > Working with mothers to improve their health and general well-being
- > Aiming to prevent human trafficking, rampant in the area where the project is underway

MDRI – A Commitment to Save Lives

While thousands of patients with blood diseases need life-saving stem cells transplant, only a few find an appropriate match. Marrow Donor Registry India

(MDRI) is a platform that supports such patients by providing them with suitable marrow donors. We, at Exide, offer financial support to MDRI to help save precious lives.

Kalavrit – A Support to Gifted Students

We provide financial support to economically-challenged students of Kalavrit, an academy imparting comprehensive training of diverse classical dance forms. Our grant is used in providing complementary training to students who are gifted, but require financial aid to progress.

Sustainable Environment

Our initiatives to protect the environment include:

- > Maintaining best-in-class pollution control system through robust air and water pollution mechanism
- > Preserving 'Zero discharge' status across plants
- > Maintaining green belt in and around plant locations

Responsible Buyback

We (through our dealers) buy back old batteries from our customers and recycle them in smelters in various parts of the country. We do it through captive and third-party smelters. Old batteries procured by us are recycled and the lead is sold back to us in ingot form.

Awards and Accolades



During the year, we won various awards that demonstrate our commitment to excellence, meritocracy and stakeholder value creation.

- > Awarded the **Golden Peacock National Quality Award 2016** during IOD India's '26th World Congress on LEADERSHIP FOR BUSINESS EXCELLENCE & INNOVATION' and the Golden Peacock Awards Ceremony in Dubai
- > Received **National Convention on Quality Concept (NCQC) Excellence Awards 2015-16** from QCFI
- > Awarded the excellence in consistent **Total Productive Maintenance (TPM) Commitment 2015** by JIPM

- > **Honoured with Quality Improvement Award 2015** from M/s Hyundai Emerged as runner-up in Excellence in Customer Service 2015 by Manufacturing Today
- > **Emerged as runner-up in Excellence in Training and Skill Development 2015** by Manufacturing Today
- > Awarded the gold and silver awards at the **16th Annual Greentech Environment Award 2015**
- > Received the **Prime Minister's Shram Shree Award** from the PMO
- > **Honoured with the Supplier Quality Excellence Award 2015** from GMI
- > Received **Poka-Yoke Competition Award (Platinum & Gold Award) in 2015** from ABK AOTS-DOSOKAI



10-Year Performance

	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16
Sales (Gross)	2170	3294	3857	4122	5040	5672	6862	6755	7647	7727
Operating Profit	317	476	551	902	983	751	860	850	940	1067
Profit before tax	235	374	435	811	940	645	742	723	798	906
Taxation	80	124	151	274	274	184	219	236	252	283
Net Profit	155	250	284	537	666	461	523	487	546	623
Cash Profit	209	315	352	618	750	562	636	613	685	783
Earning Per Share (Rs.)	2.07	3.30	3.55	6.69	7.84	5.42	6.15	5.73	6.42	7.33
Dividend Payout*	31	37	56	95	140	145	156	178	220	243
Balance Sheet										
Net Fixed Assets**	455	565	653	685	874	967	1028	1025	1168	1427
Investments	378	518	668	1335	1378	1555	1640	1967	1896	2687
Current Assets	572	877	742	912	1329	1547	1856	1941	2317	1993
Total Assets	1405	1960	2063	2932	3581	4069	4524	4933	5381	6107
Loans	325	350	317	90	2	-	-	-	18	102
Current Liabilities	407	572	487	593	796	954	1027	1120	1205	1468
Sub Total	732	922	804	683	798	954	1027	1120	1223	1570
Deferred Tax Liability	45	48	41	59	68	83	98	105	126	125
Net Worth**	628	990	1218	2190	2715	3032	3399	3708	4032	4412
Total Liabilities	1405	1960	2063	2932	3581	4069	4524	4933	5381	6107
Book Value Per Share (Rs.) ***	8.37	12.37	15.22	25.76	31.94	35.67	39.99	43.62	47.44	51.91
Return on Net worth (%)	30.8	39.9	28.7	44.1	30.4	17.0	17.2	14.3	14.5	15.4

* Including Dividend Distribution Tax

**Net of Revaluation Reserve

***At same per value of share

16%

GROWTH IN MARKET
CAPITALISATION

14%

GROWTH IN OPERATING
PROFIT (EBITDA)

15%

GROWTH IN
REVENUE

17%

GROWTH IN NET
PROFIT

16%

GROWTH IN
PBT

Growth Figures indicate CAGR

Corporate Information

BOARD OF DIRECTORS

Mr. R. G. Kapadia

Chairman & Independent Director

Mr. R. B. Raheja

Vice-Chairman & Non-Executive Director

Mr. P. K. Katakya

Managing Director & Chief Executive Officer
(till April 30, 2016)

Mr. G. Chatterjee

Managing Director & Chief Executive Officer
(w.e.f May 01, 2016)

Mr. A. K. Mukherjee

Director- Finance & Chief Financial Officer

Mr. Nadeem Kazim

Director-HR & Personnel

Mr. Subir Chakraborty

Director-Automotive

Mr. Arun Mittal

Director-Industrial
(w.e.f May 01, 2016)

Mr. Vijay Aggarwal

Independent Director

Ms. Mona N. Desai

Independent Director

Mr. Sudhir Chand

Independent Director

Mr. Bharat D. Shah

Independent Director

Mr. Nawshir H. Mirza

Independent Director
(w.e.f October 28, 2015)

SECRETARY

Mr. Jitendra Kumar

AUDIT COMMITTEE

Mr. Nawshir H. Mirza, Chairman

Mr. R. G. Kapadia

Mr. Vijay Aggarwal

Ms. Mona N. Desai

Mr. Sudhir Chand

NOMINATION AND REMUNERATION COMMITTEE

Mr. Vijay Aggarwal, Chairman

Ms. Mona N. Desai

Mr. Sudhir Chand

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Sudhir Chand, Chairman

Mr. G. Chatterjee

Mr. Subir Chakraborty

SHARE TRANSFER COMMITTEE

Mr. G. Chatterjee, Chairman

Mr. A. K. Mukherjee

Mr. Nadeem Kazim

Mr. Subir Chakraborty

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Bharat D. Shah, Chairman

Mr. Sudhir Chand

Mr. G. Chatterjee

Mr. Subir Chakraborty

BANKING OPERATIONS COMMITTEE

Mr. G. Chatterjee, Chairman
Mr. A. K. Mukherjee
Mr. Nadeem Kazim
Mr. Subir Chakraborty

EXECUTIVE COMMITTEE

Mr. G. Chatterjee
Mr. A. K. Mukherjee
Mr. Nadeem Kazim
Mr. Subir Chakraborty
Mr. Arun Mittal
Mr. Jitendra Kumar
Mr. Achim Luelsdorf
Mr. Arnab Saha

STATUTORY AUDITORS

M/s S. R. Batliboi & Co. LLP
Chartered Accountants
22, Camac Street,
3rd Floor, Block 'C'
Kolkata – 700 016

COST AUDITORS

M/s Shome & Banerjee
Cost Accountants
5A, Nurulla Doctor Lane, (West Range)
2nd Floor, Kolkata – 700 017

SECRETARIAL AUDITOR

M/s S. M. Gupta & Co.
Company Secretaries
P-15, Bentinck Street,
Kolkata – 700 001

BANKERS

State Bank of India
Standard Chartered Bank
Citibank N.A.
The Hongkong and Shanghai Banking Corporation Limited
BNP Paribas
HDFC Bank Limited
Deutsche Bank AG
ICICI Bank Limited
The Royal Bank of Scotland N.V.
Bank of America N.A.
Axis Bank Limited
Yes Bank Limited
IDBI Bank Limited

REGISTRAR AND SHARE TRANSFER AGENT

C. B. Management Services (P) Ltd.
P-22, Bondel Road, Kolkata – 700 019

SOLICITORS

M/s A. H. Parpia & Co.
Advocates & Solicitors
203-204 Prabhat Chambers
92 S V Road, Khar (West)
Mumbai – 400 052

REGISTERED OFFICE

EXIDE HOUSE, 59E, Chowringhee Road,
Kolkata- 700 020
Phone: (033) 2283-2118/2150/2171, Fax: (033) 22832642
CIN: L31402WB1947PLC014919
E-mail: exideindustrieslimited@exide.co.in
Website: www.exideindustries.com

Notice of the 69th Annual General Meeting

NOTICE is hereby given that the 69th Annual General Meeting of the Members of the Company will be held at Kala Mandir, 48, Shakespeare Sarani, Kolkata – 700 017 on Tuesday, the 19th day of July, 2016 at 11.00 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, 2016 and the Reports of the Directors and the Auditors thereon.
2. To confirm the payment of Interim Dividend and declare Final Dividend on equity shares for the Financial Year ended 31st March, 2016.
3. To appoint a Director in place of Mr. A. K. Mukherjee (having DIN 00131626) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Nadeem Kazim (having DIN 03152081) who retires by rotation and, being eligible, offers himself for re-appointment.
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT M/s S. R. Batliboi & Co. LLP, Chartered Accountants (Registration No. 301003E), be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at remuneration to be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14(a) of Companies (Audit and Auditors) Rules, 2014, remuneration of Rs. 9,00,000/- (Rupees Nine Lakhs only) plus out of pocket expenses and applicable taxes, payable to M/s 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, 2017 as approved by the Board of Directors, be and is hereby ratified."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nawshir H. Mirza (holding DIN 00044816), who was appointed as an Additional Director under Section 161(1) of the Companies Act, 2013 with effect from 28th October, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years, not liable to retire by rotation, upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2021."

8. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Gautam Chatterjee (holding DIN 00012306) be and is hereby appointed as the Managing Director and Chief Executive Officer of the Company for a period of 3 (three) years with effect from 1st May, 2016 upto 30th April, 2019 on such remuneration and terms and conditions of service as detailed in the Explanatory Statement under Section 102(1) of the Companies Act, 2013 annexed to the Notice convening the meeting, with liberty to the Board of Directors, including any Committee thereof, to alter or vary the terms and conditions of appointment and/or remuneration, subject to the limits specified under Schedule V of the Companies Act, 2013 and any statutory modification or re-enactment thereto;

RESOLVED FURTHER THAT the Board, including any Committee thereof, be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the aforesaid resolution."

9. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Arun Mittal (holding DIN 00412767), who was appointed as an Additional Director of the Company with effect from 1st May, 2016 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and Article 118 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Arun Mittal as a Whole Time Director designated as Director - Industrial of the Company for a period of 3 (three) years beginning from 1st May, 2016 till 30th April, 2019 on the remuneration and other terms and conditions of service as detailed in the Explanatory Statement under Section 102(1) of the Companies Act, 2013 annexed to the Notice convening the meeting, with liberty to the Board of Directors, including any Committee thereof, to alter or vary the terms and conditions of appointment and/or remuneration, subject to the limits specified under Schedule V of the Companies Act, 2013 and any statutory modification or re-enactment thereto;

RESOLVED FURTHER THAT his re-appointment as a Director of the Company immediately on retirement by rotation shall not be deemed to constitute a break in his appointment / service as Whole Time Director of the Company;

RESOLVED FURTHER THAT the Board, including any Committee thereof, be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the aforesaid resolution."

10. To consider, and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in supersession of the resolution passed by the members at its Annual General Meeting held on 31st July, 2015 and pursuant to the provisions of Sections 149, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to such other approvals/permissions as may be necessary, consent of the Company be and is hereby accorded for payment of remuneration by way of commission of upto 1% (one per cent) of the net profits of the Company to the Non Executive Directors of the Company, provided that such total amount of commission payable in any financial year shall not exceed Rs.1,50,00,000/- (Rupees One Crore Fifty Lakhs only) per annum, with effect from 1st April, 2015, in addition to the sitting fees for attending the meetings of the Board of Directors or any Committee thereof and such commission shall be distributed amongst the Non-Executive Directors, or some or any of them, in such proportion or in such manner as may be decided by the Board of Directors or a Committee thereof from time to time;

RESOLVED FURTHER THAT the Board, including any Committee thereof, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary to give effect to the aforesaid resolution."

By Order of the Board

Jitendra Kumar

Company Secretary and
Sr. Vice President – Legal
ACS No. 11159

Place: Mumbai
Date: April 27, 2016

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 50 (fifty) 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 is provided at the inside back cover of the Annual Report for the convenience of the members.
- d. The Register of Members and Share Transfer Books of the Company will remain closed from July 13, 2016 to July 19, 2016 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 12, 2016 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 12, 2016. The dividend declared at the Annual General Meeting shall be paid within thirty (30) days of declaration.
- e. Information relating to the Directors proposed to be appointed and those 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 205A of the Companies Act, 1956 as amended from time to time and/or relevant corresponding provisions of the Companies Act, 2013 once notified, Final dividend for the financial year ended 31st March, 2009 which remains unpaid or unclaimed, will be due for transfer to the Investors Education and Protection Fund of the Central Government on August 22, 2016. Particulars of shareholders who have not encashed their dividend warrants from the financial year ended 31st March, 2009 onwards are available on the Company's website at <http://www.exideindustries.com/corporate/investors/unclaimed-dividend> 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:-
- 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;
 - Any change in their address/bank details; and
 - 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 Registrar 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 e-mail 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 e-mail address are available 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 whose e-mail address are not available with the Company or Depository Participant(s).
- l. 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] 40116700/40116725/40116729/40116742; 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 2118/2150/2171, 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 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 SEBI (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: aklabhcs@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 Saturday, **16th July, 2016 at 9.00 A.M.** and ends on Monday, **18th July, 2016 at 5.00 P.M.** During this period, shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (i.e. **12th July, 2016**), 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 polling paper shall be made available at the AGM on **19th July, 2016** and the members as on the “cut-off date” i.e. **12th July, 2016**, 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 twenty four hours from the conclusion of the AGM 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:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vi).

- (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 Institutional Shareholders**
- Institutional 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) 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 69th AGM and holds shares as of the cut-off date of 12th July, 2016 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 vote.
- V.** Members attending the meeting who have not already 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

Jitendra Kumar

Company Secretary and
Sr. Vice President – Legal
ACS No. 11159

Place: Mumbai
Date: April 27, 2016

EXPLANATORY STATEMENT REQUIRED UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 6

The Board of Directors at its meeting held on January 21, 2016 appointed M/s Shome & Banerjee, Cost Accountants to audit the cost records of the products manufactured by the Company for the year ending March 31, 2017. At the same meeting held on January 21, 2016, 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 M/s. 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 M/s. Shome & Banerjee, Cost Accountants, for conducting the cost audit for the year 2016-17, 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.

Item No. 7

Pursuant to Section 161(1) of the Companies Act, 2013, the Board of Directors at its meeting held on October 28, 2015 approved the appointment of Mr. Nawshir H. Mirza (holding DIN 00044816) as an Additional Director of the Company to hold such office till the conclusion of the ensuing Annual General Meeting of the Company.

In terms of Section 149 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Nawshir H. Mirza being eligible, offers himself for appointment and is proposed to be appointed as an Independent Director for five consecutive years, at the ensuing Annual General Meeting. A Notice has been received by the Company from a Member proposing the candidature of Mr. Nawshir H. Mirza as a Director of the Company.

In the opinion of the Board, Mr. Mirza fulfils the conditions specified in the Companies Act, 2013 read with relevant rules

made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Mirza as an Independent Director setting out the terms and conditions of appointment would be available for inspection without any fee 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 AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Nawshir H. Mirza as an Independent Director, for the approval by the shareholders of the Company.

Brief particulars of Mr. Nawshir H. Mirza, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Notice.

Mr. Nawshir H. Mirza does not hold any Equity Shares in the Company and is not related to any Director or Key Managerial Personnel of the Company in any way.

Except Mr. Nawshir H. Mirza, being an appointee, none of the Directors and 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. 7 of the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 8

At the 66th Annual General Meeting of the Company held on 16th July, 2013, the Members approved the appointment of Mr. Gautam Chatterjee as Joint Managing Director, for a period of 3 (three) years with effect from 1st May, 2013 upto 30th April, 2016.

Consequent upon the retirement of Mr. P. K. Katakya as Managing Director and Chief Executive Officer with effect from 30th April, 2016 and considering the vast experience and dedicated services rendered by Mr. Chatterjee towards the growth of the Company, it is incumbent that his services should continue to be available to the Company and hence the Board of Directors of the Company upon the recommendation of Nomination & Remuneration Committee, at its meeting held on 27th April,

2016, appointed Mr. Gautam Chatterjee as the Managing Director and Chief Executive Officer of the Company for a period of 3 (three) years with effect from 1st May, 2016, subject to the approval of the Members in General Meeting.

The period of service, remuneration payable to and the terms and conditions of service of Mr. Gautam Chatterjee as Managing Director and Chief Executive Officer with effect from 1st May, 2016 are set out below:

TERMS & CONDITIONS OF SERVICE:

Name	Mr. Gautam Chatterjee
Salary	Rs. 8,32,000/- per month
Increment	Basic Salary will be increased upto 10% per annum provided performance criteria as laid down by the Nomination and Remuneration Committee of the Board of Directors are met.
Commission	Commission of 1% of the net profits of the Company computed in the manner laid down in Section 197 & 198 of the Companies Act, 2013 subject to a maximum of annual salary for each year, based on certain performance criteria to be laid down by the Nomination & Remuneration Committee of the Board of Directors and payable annually after the Annual Accounts have been approved by the Board of Directors and Members of the Company.
Performance Bonus	Subject to a maximum of annual salary based on certain performance criteria to be laid down by the Nomination and Remuneration Committee of the Board of Directors.
Duties	Subject to the superintendence, control and direction of the Board, he shall have the responsibility of overall management of the business of the Company and for that purpose the power to do all such acts, deeds and things as may be required on behalf of the Company or delegated to him by the Board/Chairman.
Period	For a period of 3 (three) years with effect from 1st May, 2016 to 30th April, 2019.

OTHER TERMS AND CONDITIONS:

Perquisites	In addition to the above salary, increment, commission and performance bonus, Mr. Chatterjee shall be entitled to perquisites like furnished accommodation with expenditure on gas, electricity, water, maintenance and repair thereof or House Rent Allowance with expenditure on gas, electricity, water and furnishings, leave travel allowance, medical expenses and medical insurance for self and family, fees of clubs, personal accident and life insurance benefits and such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed to by the Board of Directors. Company's contribution to Provident Fund and Pension Fund not exceeding 27% of salary or such percentage limit as may be prescribed under the Income Tax legislation. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and leave including encashment of leave at the end of the tenure, as per Company's policy. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable, and in the absence of any such Rule, perquisites shall be evaluated at actual costs. Provision for use of Company's cars and telephones at residence (including payment for local calls and long distance calls) shall not be included in the computation of perquisites. The overall amount of perquisites shall not exceed an amount equal to the annual basic salary. In computing the monetary ceiling on perquisites, Company's contribution to Provident Fund, Pension Fund and Gratuity shall not be taken into account.
Minimum Remuneration	In the absence of or inadequacy of profits in any of the financial years of the Company during the tenure Mr. Chatterjee shall be entitled to such remuneration by way of salary along with perquisites, benefits and other allowances as detailed above not exceeding such sum as may be prescribed under Schedule V of the Companies Act, 2013 from time to time.
General	In addition, the contract of appointment shall set out the usual rights and obligations of the parties.
Termination	The appointment is terminable by either party by giving three months prior written notice to the other.

An abstract of the terms of appointment of Mr. Gautam Chatterjee pursuant to Section 190 of the Companies Act, 2013 shall be open for inspection by any member of the Company on any working days at the Registered Office of the Company except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of AGM.

The Board considers the appointment of Mr. Gautam Chatterjee on the terms set out above to be in the interest of the Company and therefore recommends that this resolution be adopted by the members.

Brief particulars of Mr. Gautam Chatterjee, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Notice.

Mr. Gautam Chatterjee does not hold any Equity Share in the Company and is not related to any Director or Key Managerial Personnel of the Company in any way.

Except Mr. Gautam Chatterjee, no other Director and Key Managerial Personnel of the Company or their relatives are concerned with or interested in, financial or otherwise, in the aforesaid resolution.

Item No. 9

The Board of Directors of the Company, at its meeting held on 27th April, 2016, appointed Mr. Arun Mittal as an Additional Director and Whole Time Director, designated as Director – Industrial, for a period of 3 (three) years from 1st May, 2016 to 30th April, 2019, subject to the approval of the Members in General Meeting. Pursuant to Article 118 of Articles of Association of the Company read with Section 161(1) of the Companies Act, 2013, Mr. Mittal will hold office up to the date of the forthcoming Annual General Meeting of the Company. The Company has received a Notice in terms of Section 160 of the Companies Act, 2013 from a Member proposing that Mr. Mittal be appointed as a Director of the Company.

Brief particulars of Mr. Arun Mittal, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Notice.

Mr. Arun Mittal holds 1152 Equity Shares in the Company and is not related to any Director or Key Managerial Personnel of the Company in any way.

The period of service, remuneration payable and the terms and conditions of service of Mr. Arun Mittal with effect from 1st May, 2016 are set out below:

TERMS & CONDITIONS OF SERVICE:

Name	Mr. Arun Mittal
Salary	Rs. 2,50,000/- per month
Increment	Basic Salary will be increased upto 10% per annum provided performance criteria as laid down by the Nomination and Remuneration Committee of the Board of Directors are met.
Commission	Commission of 1% of the net profits of the Company computed in the manner laid down in Section 197 & 198 of the Companies Act, 2013 subject to a maximum of annual salary for each year, based on certain performance criteria to be laid down by the Nomination & Remuneration Committee of the Board of Directors and payable annually after the Annual Accounts have been approved by the Board of Directors and Members of the Company.
Performance Bonus	Subject to a maximum of annual salary based on certain performance criteria to be laid down by the Nomination and Remuneration Committee of the Board of Directors.
Duties	Subject to the superintendence, control and direction of the Managing Director and CEO, he shall have the overall responsibility for all matters relating to manufacturing, marketing and sales activities pertaining to the products of the Industrial Group and for that purpose the power to do all such acts, deeds and things as may be required on behalf of the Company or delegated by the Managing Director and CEO.
Period	For a period of 3 (three) years with effect from May 01, 2016 to April 30, 2019.

OTHER TERMS AND CONDITIONS:

Perquisites	In addition to the above salary, increment, commission and performance bonus, Mr. Mittal shall be entitled to perquisites like furnished accommodation with expenditure on gas, electricity, water, maintenance and repair thereof or House Rent Allowance with expenditure on gas, electricity, water and furnishings, leave travel allowance, medical expenses and medical insurance for self and family, fees of clubs, personal accident and life insurance benefits and such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed to by the Board of Directors. Company's contribution to Provident Fund and Pension Fund not exceeding 27% of salary or such percentage limit as may be prescribed under the Income Tax legislation. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and leave including encashment of leave at the end of the tenure, as per Company's policy. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable, and in the absence of any such Rule, perquisites shall be evaluated at actual costs. Provision for use of Company's cars and telephones at residence (including payment for local calls and long distance calls) shall not be included in the computation of perquisites. The overall amount of perquisites shall not exceed an amount equal to the annual basic salary. In computing the monetary ceiling on perquisites, Company's contribution to Provident Fund, Pension Fund and Gratuity shall not be taken into account.
Minimum Remuneration	In the absence of or inadequacy of profits in any of the financial years of the Company during the tenure Mr. Mittal shall be entitled to such remuneration by way of salary along with perquisites, benefits and other allowances as detailed above not exceeding such sum as may be prescribed under Schedule V of the Companies Act, 2013 from time to time.
General	In addition, the contract of appointment shall set out the usual rights and obligations of the parties.
Termination	The appointment is terminable by either party by giving three months prior written notice to the other.

An abstract of the terms of appointment of Mr. Arun Mittal pursuant to Section 190 of the Companies Act, 2013 shall be open for inspection by any member of the Company on any working days at the Registered Office of the Company except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of AGM.

The Board considers the appointment of Mr. Arun Mittal on the terms set out above to be in the interest of the Company and therefore recommends that the resolution be adopted by the members.

Except Mr. Arun Mittal, being an appointee, no other Director and Key Managerial Personnel of the Company or their relatives are concerned with or interested in, financial or otherwise, in the aforesaid appointment.

Item No. 10

At the 68th AGM of the Company held on July 31, 2015, the Members approved the payment of remuneration by way of commission of upto 1% (one per cent) of the net profits of the

Company to Mr. Rajesh G. Kapadia, Chairman and Mr. Bharat Dhirajlal Shah, the Non Executive Independent Directors of the Company, provided that such total amount of commission payable amongst these two Independent Directors in any financial year shall not exceed Rs.1,00,00,000/- (Rupees One Crore only) per annum, with effect from April 01, 2015 in addition to the sitting fees for attending the meetings of the Board of Directors or any Committee thereof.

The Board of Directors of the Company, at its meeting held on April 27, 2016 on the recommendations of Nomination & Remuneration Committee and subject to the approval of the shareholders of the Company has approved the inclusion of name of Mr. Nawshir H. Mirza, Mr. Sudhir Chand and Ms. Mona N Desai, Non-Executive Independent Directors towards payment of remuneration by way of Commission upto one percent 1% (one per cent) of the net profits of the Company with effect from 1st April 2015. However in order to facilitate the payment of commission to the Non-Executive Independent Directors mentioned above, the earlier limit of Rs. 1,00,00,000/- (Rupees One Crore only) as approved by the shareholders at its

meeting held on July 31, 2015 is proposed to be increased to Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs only) per annum. The above remuneration by way of commission shall however be in addition to the sitting fees for attending the meetings of the Board of Directors or any Committee thereof.

While Mr. Rajesh G. Kapadia possesses rich and varied experience in the field of finance, law, general management and business strategy and structuring, Mr. Bharat Dhirajlal Shah is a founder employee of HDFC Bank Limited and has more than four decades of rich experience in the Banking sector. Mr. Nawshir H. Mirza is an eminent personality in the Audit and Accounting sector with specialisation in corporate governance. He is a Fellow of the Institute of Chartered Accountants of India (ICAI) and spent most of his career with S R Batliboi & Co. / Ernst & Young and its predecessor firm Arthur Young. He has over four decades of rich experience and has contributed significantly to the accounting profession. Ms. Mona N Desai is an eminent Solicitor and Legal Practitioner. Mr. Sudhir Chand, an electrical engineer, has over four decades experience in various functions of general management, marketing, sales, manufacturing, HR and consultancy and currently works in the area of Leadership Development and Executive Coaching. The Board of Directors is of the opinion that the Company will immensely benefit from their advice. To

compensate for the demands on their time, their operational and functional expertise and the contributions made by them, it is proposed to pay remuneration by way of commission of upto 1% (one per cent) of the net profits of the Company with effect from April 01, 2015, provided that such commission payable amongst them in any financial year shall not exceed Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs only) per annum.

The Directors recommend adoption of the Resolution at Item No.10.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Rajesh G. Kapadia, Mr. Bharat Dhirajlal Shah, Mr. Nawshir H. Mirza, Mr. Sudhir Chand and Ms. Mona N Desai are concerned with or interested in, financial or otherwise, in this Resolution.

By Order of the Board

Jitendra Kumar

Company Secretary and
Sr. Vice President – Legal
ACS No. 11159

Place: Mumbai
Date: April 27, 2016

ANNEXURE

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with regard to the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (Refer Item No 3, 4, 7, 8 & 9 of the Notice)

Name of the Director	Date of Birth	Brief resume and nature of expertise in specific functional area	No. of equity shares held in the Company	Other Directorships in listed entities / Other Committee memberships* held
Mr. A. K. Mukherjee (DIN: 00131626)	14.05.1961	Mr. A. K. Mukherjee is a Chartered Accountant and a Cost Accountant and has a wide range of experience in financial and accounting matters.	1000	DIRECTORSHIPS: Nil COMMITTEE MEMBERSHIPS Member of the Audit Committee Exide Life Insurance Company Limited (Member) Membership of Stakeholders Relationship Committee Nil

Name of the Director	Date of Birth	Brief resume and nature of expertise in specific functional area	No. of equity shares held in the Company	Other Directorships in listed entities / Other Committee memberships* held
Mr. Nadeem Kazim (DIN: 03152081)	26.01.1964	Mr. Nadeem Kazim holds a Bachelor Degree in Arts and is a Post Graduate Diploma holder in Personnel Management from XISS, Ranchi. Mr. Kazim has a wide range of experience in issues pertaining to HR and Personnel.	Nil	DIRECTORSHIPS: Nil COMMITTEE MEMBERSHIPS Member of the Audit Committee Nil Membership of Stakeholders Relationship Committee Nil
Mr. Nawshir H. Mirza (DIN: 00044816)	04.04.1950	Mr. Nawshir H. Mirza is an eminent personality in the Audit and Accounting sector with specialisation in corporate governance. He is a Fellow of the Institute of Chartered Accountants of India (ICAI) and spent most of his career with S R Batliboi & Co. / Ernst & Young and its predecessor firm Arthur Young. He has over four decades of rich experience and has contributed significantly to the accounting profession and has been a speaker at many professional conferences in India and abroad.	Nil	DIRECTORSHIPS: 1. The Tata Power Company Limited 2. Thermax Limited COMMITTEE MEMBERSHIPS Member of the Audit Committee Thermax Limited (Chairman) Coastal Gujarat Power Limited (Chairman) Tata Power Renewable Energy Limited (Chairman) Tata Power Delhi Distribution Limited (Member) Membership of Stakeholders Relationship Committee Nil
Mr. Gautam Chatterjee (DIN: 00012306)	25.02.1950	Mr. Gautam Chatterjee holds a Bachelor of Engineering degree from the Regional Engineering College, Durgapur and also holds a Post-Graduate Diploma in Business Administration from Indian Institute of Management, Ahmedabad. Mr. Chatterjee has spent over two decades in the Company and has a wide range of experience in manufacturing and marketing.	Nil	DIRECTORSHIPS: Nil COMMITTEE MEMBERSHIPS Member of the Audit Committee Chloride Metals Limited (Member) Membership of Stakeholders Relationship Committee Nil
Mr. Arun Mittal (DIN: 00412767)	20.12.1966	Mr. Arun Mittal is a Fellow member of Institute of Chartered Accountants of India, an Associate member of Institute of Cost & Management Accountants of India and Institute of Company Secretaries of India. He has experience across various functions with in-depth knowledge of best practices, ability in formulating & implementing successful strategies to effect high business growth.	1152	DIRECTORSHIPS: Nil COMMITTEE MEMBERSHIPS Member of the Audit Committee Nil Membership of Stakeholders Relationship Committee Nil

* Includes Chairmanship/Membership in Audit Committee/Stakeholders' Relationship Committee as on March 31, 2016.

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

Directors' Report to the Shareholders

(Including Management Discussion & Analysis)

Your Board of Directors are pleased to present the 69th Annual Report of the Company together with Audited Accounts for the year ended March 31, 2016.

ECONOMIC ENVIRONMENT

The year gone by was characterised by soft global commodity prices. Led by the most critical commodity crude, prices of virtually all commodities ruled weak throughout the year. However, this trend reversed somewhat towards the end of the year and commodity prices once again firmed up. This scenario threw up a mixed bag of reactions in the global economic activity and performance.

In India, gross value added (GVA) in industry accelerated in the first half of the financial year. This was primarily led by manufacturing growth which gained from continued low input costs. However, in sharp contrast industrial production remained flat. Capital goods production fell into deep contraction since November 2015. An area of concern is slack rural demand which resulted in the consumer non-durable sector shrinking, particularly in the fourth quarter.

The ray of hope was provided by the consumer durables sector which remained strong. This suggests that the urban demand is holding strong.

On the other hand GVA in agriculture and allied activities moderated in the first half of the financial year 2015-16. However, as per indications in Q3 and Q4 there is every reason to believe that the advance estimates of Central Statistical Organization will be achieved during the year.

Activities in the services sector of the economy expanded steadily throughout the year. The main drivers of this were trade, hotels, transport and communication. Although the construction sector has a huge inventory of unsold properties, demand for commercial real estate was boosted by demand from the IT sector.

There are enough reasons to now look forward towards the next financial year with cautious confidence. Reserve Bank of India's Consumer Confidence Survey of March 2016 showed improvement in consumer sentiments. This is largely due to improved perceptions on overall economic conditions and income. Other lead and coincident indicators also point to

a better future. RBI's industrial outlook survey suggests that business expectations for the first quarter of 2016-17 continue to be positive. Increase in air traffic – both passenger and cargo volumes, foreign tourist arrivals, automotive sales alongwith forecast of a good monsoon give reasons for a positive outlook.

INDUSTRY STRUCTURE & DEVELOPMENT

The Passenger Vehicle Division during the year under review grew by about 6% over the previous year. The Commercial Vehicle Division grew by 12% after zero growth last year. Overall the 3/4 Wheeler market grew by about 5%. The 2-Wheeler Sales grew by a modest 2%.

COMPANY PERFORMANCE

Automotive Batteries

Sales of Automotive Batteries had a growth rate of 4.3% by volume in 2015-16 as compared to the previous year. The aftermarket sales of four wheeler batteries witnessed an overall growth of 10% in units from the previous year. In the two wheelers aftermarket, the growth rate during the year was nearly 14%. Sale of batteries in the four wheeler OEM division was however lower by about 2% in units during the year. In the OEM two wheelers, the Company witnessed a growth rate of 3% in sales as compared to that of previous year.

In spite of the competitive market conditions, your Company continues to remain the preferred supplier to most of the vehicle manufacturers in the country.

Industrial Batteries

Although the market in general for Industrial Divisions remained subdued for the greater part of this year, your Company was successful in registering double digit growth for



YOUR COMPANY HAS ADVANTAGE OF HAVING STRONG BRAND VALUE, LARGE NETWORK, WIDELY SPREAD PRODUCT RANGE, STRONG PARTNERS AND COLLABORATORS RELATIONSHIP. IT IS FULLY PREPARED TO MEET THE CHALLENGE OF COMPETITION LEVERAGING ITS COMPETITIVE STRENGTHS.

both Institutional UPS and Traction divisions. This was made possible through innovative product offerings as well as greater market penetration across all customer groups. New and cost effective products were launched in the Home UPS Tubular Battery division, which were welcomed by the market.

Industrial R&D benchmarked itself against global offerings in this year and has been successful in designing and developing products meeting these stringent norms. In certain categories like Plante, OPZs, etc your Company's product quality can compare very favourably with respect to global competition. R&D was also successful in developing and stabilising the Gel Tubular range in this financial year.

Your Company has also geared up to expand rapidly in the Telecom Division, which is showing great promise going into the future. The Advanced VRLA designs in 2V VRLA have already been tested and found to be much superior in charge acceptance and performance and are expected to bolster your Company's presence in the market. The Solar Division has also been under focus where your Company has introduced new products in the cost-effective range thereby enhancing its competitiveness in the market place.

Submarine

Sale of Submarine Batteries for the FY 2015-2016 recorded an impressive growth rate of about 42%.

Exports

Despite a gloomy Global Automotive outlook, our export of Automotive Batteries registered a marginal growth of around 2% in value compared to the previous year, primarily through consolidation in the existing markets. The export of Industrial Batteries, Home UPS and Solar Systems recorded a volume growth of around 6.5% over the previous year.

During the year, the Company was successful in making deeper inroads in the export of Automotive batteries in Dubai, Egypt and Republic of Congo, as well as deemed export. Batteries for buses of SBS Bus Company and for taxis of Comfort Taxi Company in Singapore were retained and continued to be supplied by your Company.

In Export markets of Industrial Batteries, your Company was able to penetrate the African continent with Standby products while continuing to service Traction battery requirements to several countries against global competition.

Technology Upgradation

In order to maintain its leadership position, your Company is continuously focused on upgrading its product and manufacturing technology as well as acquire new and advanced technology to meet the emerging expectations of the customers. The in-house R&D Division is officially recognised by the Department of Scientific and Industrial Research, Government of India, as a fully accredited Research Centre in the field of energy storage. The R&D staff is actively involved in the development of new, cutting-edge products together with developments in new materials as well as advanced manufacturing techniques. The activities are in full consonance of the company objective of offering the most advanced storage solutions at minimum cost. Your company also acquires state-of-art technologies through technical collaboration agreements with leading international battery manufacturers. The in-house R&D plays a major role in providing the interface between the company priorities and the adoption of the collaborators technology.

Your company has ongoing technical collaboration and assistance agreements with East Penn Manufacturing Company Inc, USA, (EPM), a leading high quality US manufacturer of lead-acid batteries and related items. EPM is providing technical assistance and support for the manufacture of both automotive and industrial batteries, as well as to the two captive lead smelting units belonging to your subsidiary company. Major upgradations and introduction of most advanced product design and manufacturing technologies are currently in progress for the manufacture of automotive batteries of the highest quality. Your Company also has agreements with Hitachi Chemicals (formerly Shin-Kobe Electric Machinery Co. Limited), Japan for a variety of automotive and VRLA industrial products. Recent collaborative work between the two companies has resulted in the launching of an advanced VRLA solution for the ever-growing telecom market with un-matched life expectancy. Apart from the above, your Company also has ongoing technology cooperation agreement with Furukawa Battery Company Limited, Japan for advanced, maintenance free batteries for 4 wheelers as well as for VRLA batteries for 2-wheelers.

HIGHLIGHTS OF PERFORMANCE

Your Company recorded a Net Sales of Rs. 6,809.18 crores in 2015-16 as compared to Rs. 6,865.54 crores in the previous year with a corresponding profit before tax of Rs. 906.27 crores as compared to Rs. 798.49 crores.

Financial Results

	Rs. Crores	
	2015-16	2014-15
Profit before depreciation, finance cost & tax expenses	1,066.72	939.68
Depreciation and amortisation expenses	160.15	139.52
Finance cost	0.30	1.67
Profit Before Tax	906.27	798.49
Tax expenses	283.50	252.62
Profit After Tax	622.77	545.87
Balance brought forward	2,085.66	1,779.86
Making a total of	2,708.43	2,325.73
Out of this appropriations are :		
General Reserve	25.00	20.00
Leaving a balance of	2,683.43	2,305.73
Interim Dividend (160%) (Previous year - 150%)	136.00	127.50
Tax on Interim Dividend	27.69	21.67
Proposed Final Dividend (80%) (Previous Year - 70%)	68.00	59.50
Tax on Final Dividend	11.49	11.40
(Aggregate Dividend amounts to 240% (previous year - 220%))		
And leaving a balance of (which is carried forward to next year)	2,440.25	2,085.66

The Company proposed to transfer an amount of Rs. 25 crores to the General Reserve.

Consolidated Financial Statements

In accordance with Accounting Standard 21, Consolidated Financial Statements form part of the Annual Report & Accounts. These statements have been prepared on the basis of audited financial statements received from the subsidiary companies as approved by its respective Board of Directors.

Dividend

Your Company has paid an interim dividend at the rate of 160% i.e. @ Rs. 1.60 per equity share of Re.1/- each (Previous Year 150%) on the equity shares to the shareholders, whose names appeared on the Register of Members on November 07, 2015. Your Directors are now pleased to recommend a final dividend at the rate of 80% i.e. Re. 0.80 per equity share of Re.1/- each (Previous year 70%) for the year ended March 31, 2016, subject to approval of the shareholders at the ensuing Annual General Meeting. Consequently, the total dividend for the year ended March 31, 2016 including the interim dividend paid during the year, amounts to 240% i.e. Rs. 2.40 per equity share of Re.1/- each (Previous year 220%).

SHARE CAPITAL

The paid up equity share capital as on March 31, 2016 was Rs. 85 crores, divided into 85,00,00,000 equity share of face value of Re. 1/- each.

A) Issue of equity shares with differential rights

The Company did not issue equity shares with differential rights during the financial year 2015-16.

B) Issue of sweat equity shares

The Company did not issue sweat equity shares during the financial year 2015-16.

C) Issue of employee stock options

The Company did not issue stock options during the financial year 2015-16.

D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

The Company does not have a scheme for purchase of its own shares by employees or by trustees for the benefit of employees.

DEPOSITS

During the year under review the Company did not accept any deposits from the public within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Pursuant to Section 186 of the Companies Act, 2013, the details of the loans given (Note nos.14 and 20), guarantees on securities provided (Note no. 37) and investments made (Note nos.13 and 16) by the Company during the year under review, have been disclosed in the financial statements.

MATERIAL CHANGES AND COMMITMENTS

There has been no material changes which have occurred subsequent to the close of the financial year of the Company to which the financial statements relates and the date of the report, for example:

- Settlement of tax liabilities;
- Operation of patent rights;
- Depression in market value of investments;
- Institution of cases by or against the company;
- Destruction of any assets or disposal of a substantial part of undertaking;

- Changes in capital structure;
- Alteration in wage structure arising out of trade union negotiation; and
- Material changes concerning purchase of raw material and sale of the product.

AUDITORS

Statutory Auditors and their Report

M/s S R Batliboi & Co LLP, Chartered Accountants, who retire at the ensuing Annual General Meeting of the Company are eligible for re-appointment. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for re-appointment as Auditors of the Company. As required under Regulation 33(1)(d) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

Cost Auditors

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 (as amended) the cost records maintained by the Company in respect of the products manufactured by the Company is required to be audited. Your Directors, on the recommendation of the Audit Committee has appointed M/s Shome and Banerjee, Cost Accountants to audit the cost records of the Company for the financial year 2016-17 at a remuneration of Rs. 9,00,000/- (Rupees Nine Lakhs only) plus out-of-pocket expenses and taxes as applicable. A resolution regarding ratification of remuneration payable to M/s Shome & Banerjee, Cost Accountants, forms part of the Notice convening the 69th Annual General Meeting of the Company.

Secretarial Auditors & their Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s S M Gupta & Co., Company Secretaries to undertake audit of secretarial and other related records of the Company. The Secretarial Audit Report is annexed herewith as "Annexure - I". The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

BUSINESS RESPONSIBILITY REPORT

The Ministry of Corporate Affairs, Government of India had issued the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business'. These Guidelines contain

certain Principles which are to be adopted by companies as part of its business practices and disclosures regarding the steps taken to implement these Principles through a structured reporting format, viz. Business Responsibility Report. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has prepared the Business Responsibility Report and placed on the web-site of the Company.

CORPORATE GOVERNANCE

Transparency is the cornerstone of your Company's philosophy and all requirements of Corporate Governance are adhered to both in letter and spirit. All the Committees of the Board of Directors meets at regular intervals as required in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Your Board of Directors has taken all necessary steps to ensure compliance with all statutory requirements. The Directors and Key Management Personnel of your Company have complied with the approved 'Code of Ethics for Board of Directors and Senior Executives' of the Company.

The Report on Corporate Governance as required under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 forms part of and is annexed herewith marked as "Annexure - II". The Auditors' Certificate on compliance with Corporate Governance requirements is also attached to this Report. Further as required under Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a certificate from the Managing Director & CEO and Director-Finance & CFO is being annexed with this Report.

BUSINESS EXCELLENCE

Your Company has well-articulated TQM Model developed to make competitive organisation, satisfying all its stakeholders namely shareholders, partners, customers & employees. TQM initiatives have been deployed across organisation to address the immediate need & priorities, as well as long term sustainability of organisation. Focus on building distinguished corporate culture like 5S, Kaizen, TPM, Customer Centricity, Transparency, Innovation & Creativity is high, and several campaigns, events and activities have been conducted to involve employees. Impact & effectiveness of TQM initiatives are closely monitored & continually improved.

Your Company has deployed Quality Circle ('QC') initiative in all its factories to involve operators in continuous improvement journey, develop their competency & healthy relationship. QC teams regularly participates in external competitions organised by QCFI. During the year a total of 69 QC awards have been received by QC teams. Two employees of your company have been selected for "Prime Minister Shram Shree Award" for their innovation & contribution in the field of manufacturing.

Your Company's manufacturing excellence journey is followed through TPM Initiative. The maturity in TPM practice is assessed regularly by JIPM Japan, the effects of TPM on key result areas like OEE, Yield, Energy, Productivity, Quality etc. are evaluated along with approach & its deployment. As an assessment outcome of JIPM Japan, two factories (Haldia & Talaja) have been awarded "Award for Excellence in Consistent TPM Commitment – 2015" by JIPM Japan. During the year, the TPM initiative is now extended to upstream partners to build their in manufacturing excellence, and realise a competitive extended supply chain partners.

OCCUPATIONAL HEALTH, SAFETY & ENVIRONMENT

Your Company has effectively deployed policies on Safety, Occupational Health & Environment at all locations. It continually focus on improving the effectiveness of system processes, through globally accepted standards. During the year OHSAS 18001 standards have been deployed and certified at 5 factories (Hosur, Bawal, Shamnagar, Haridwar & Roorkee) and ISO 14001 in 2 factories (Haridwar & Roorkee).

Your Company develop and manufacture products that are safe, eco-friendly and economical. Our products enhance people's safety and reduce contamination to environment, also during their subsequent recycling and disposal.

Your Company design processes to ensure that people's health and safety and effects on the environment. Your company is fully prepared to deal with emergencies due to fire & safety.

Your Company reviews its processes and its behavior on a regular basis and measure their effects on people and on the nature. This is the process of identifying potential for improvement, and ensures the effectiveness of our program towards work safety, people's health and the environment.

Every year, your Company celebrates National Safety Day. During the week, activities like fire fighting training, emergency preparedness training and basic life safety training are provided to associates. Effective medical surveillance plan has been deployed in manufacturing. Every year, "Lead in Blood" test is organised for all associates within the Plant.

The maturity level of occupational, health, safety and environmental system at your Company are audited by external certification body. During the financial Year 2015-16 your company has been awarded with

- "Annual Greentech Environmental Gold Award" 2015 for Talaja Factory
- "Annual Greentech Environmental Gold Award" 2015 for Chinchwad Factory

- "Annual Greentech Environmental Silver Award" 2015 for Hosur Factory.

CORPORATE SOCIAL RESPONSIBILITY

Your Company always seeks ways to make a positive impact on the society at large through various CSR activities. Environment, basic education, health, women's empowerment and community development continues to remain the main pillars of your company's CSR philosophy, even before the passing of the Companies Act, 2013.

The Board of Directors of your Company has approved a Corporate Social Responsibility (CSR) Policy namely "EIL CSR Policy" in accordance with Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 notified by the Ministry of Corporate Affairs, Government of India, which is available at '<http://www.exideindustries.com/corporate/about-us/our-policies>'.

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed hereto as "Annexure – III".

During the year, the Company has invested significant time and resources in laying down a strong foundation for CSR activities like programme identification, monitoring mechanism and creation of enabling infrastructure to scale up existing / new projects. The Company has also put in place institutional arrangements for further expansion to newer geographical locations. Preference was given to allocate and spend higher amount on activities pertaining to local area and areas around the Company's factories.

However, being early years in implementation of CSR, the Company has faced practical problems in utilising its identified areas of spent. Lack of co-ordination and consensus amongst the beneficiaries, local villagers, gram panchayats and other related agencies to carry out the identified projects by the Company has contributed to the delay and utilisation of entire amount of the CSR spent.

As the Company's foreign shareholding exceeds 50%, any amount contributed by it to certain institutions / agencies would need prior approval of the Ministry of Home Affairs (MHA) under the Foreign Contribution Regulation Act, 2010 (FCRA). Some of the projects identified by the Company, which are engaged in social activities aligned with the Company's CSR Policy, could not materialise due to procedural delays in getting the requisite approval.

As a result of these, there was a shortfall in the total CSR spent from its total obligations of at least 2% of the average net profits made during the three immediately preceding financial years.

The initiatives taken by the Company will certainly help in deploying larger funds across social sectors and achieve rapid scale in utilising its full CSR budget in the coming financial years. The Company remains committed to the cause of CSR and will take necessary steps to fulfill its CSR obligations during the coming financial years.

The Company is however committed to the cause of CSR and will take necessary steps to fulfill its CSR obligations during the coming financial years.

INTERNAL CONTROLS

Your Company has an adequate system of internal controls commensurate with its size and scale of operations that are designed to provide reasonable reassurance that the company's financial statements are reliable and prepared in accordance with the law. The Internal Audit function comprising of both external audit firms, who have been appointed as internal auditors, and also the in-house internal audit team conducts the audits at each factory, branch, regional and head office as per the annual audit plan with the objective to evaluate and continuously improve the effectiveness of internal controls and governance processes. Additional areas, if any, identified during the year are taken up as special assignments. The key Internal Audit findings are reviewed periodically by the Audit Committee of the Board of Directors and corrective action, as deemed necessary, is taken. Your Company also has laid down procedures and authority levels with suitable checks and balances encompassing the entire operations of the Company.

OUTLOOK

The overall outlook on economic growth of the country has improved with the new Government assuming the office and initiating the process of long standing policy reforms. It is expected that this will facilitate the industry to grow at a faster rate in the medium to long term.

The process of softening of interest rate has already started and it is expected that with the inflation under control, it will continue its southward journey. Further the forecast of good monsoon during the current year is also expected to give a much needed impetus to manufacturing which would consequently increase consumption. The industry and infrastructural sectors are expected to benefit out of this and the automobile industry, in particular, is expected to perform much better in coming years.

OPPORTUNITIES AND THREATS

Your Company has growth opportunities in industrial and automotive divisions specially solar, telecom, e-rickshaw and commercial vehicle divisions. Your Company has strategies in place to tap the potential. However the new entrants and

aggressive expansion plan of existing competitors are biggest challenge. The competitive price, network strategy, technology & product quality are critical to our success. Your company has advantage of having strong brand value, large network, widely spread product range, strong partners and collaborators relationship. It is fully prepared to meet the challenge of competition leveraging its competitive strengths of network quality, technology, product range and brand value.

In Lead Acid Storage battery your Company has a very large share of business in divisions like Automotive, OEM, Power, Project, Manufacturing and Solar. Economy plays a very important role in these divisions. A subdued economy is a threat to your Company.

RISKS AND CONCERN

Your company is exposed to various business risks. These risks are driven through external factors like economic environment, competition, regulations etc. Cost & Quality are critical success factors in current business environment. Risk of losing market share/ ability to maintain high share or losing business share with key accounts are rooted on these factors.

Lead cost that drives the price of battery is extremely critical for your Company. This is being managed effectively, leveraging the capacity & efficiency of subsidiary lead smelting facilities & competitive sourcing strategy. Productivity improvement in manufacturing through TPM initiative is continuous process that is helping to reduce the conversion cost in spite of fluctuating energy cost & rising wages. Product and process improvement is a continuous process of your company.

Capability of upstream partners to fulfill changing cost & quality expectation is critical. The suppliers capability development initiative has been implemented rigorously. In order to improve the controls, detailed guideline has been issued in Vendor Manual. Manufacturing excellence initiative TPM has been promoted to suppliers for quality & productivity improvement.

Your Company is having complex and diverse supply chain, order fulfilment and fulfilment of delivery expectation eliminating the risk of failure/disruptions which is critical. In this regard SCM is continually improved through streamlining processes & strengthened controls. It is being further improved to achieve global benchmarks, through Project Sun Rise under consultation of E & Y.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

In accordance with the provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, every listed Company is required to have a

Vigil Mechanism for the Directors and employees to report their genuine concerns and grievances. Your Company has a Whistle Blower Policy in place and the same is also available in the web-site under the web-link '<http://www.exideindustries.com/corporate/about-us/our-policies/>'.

The Audit Committee of Directors are entrusted with the responsibility to oversee the Vigil mechanism.

SUBSIDIARIES

Your Company has four Indian subsidiaries viz, Chloride Metals Limited, Chloride Power Systems & Solutions Limited, Chloride International Limited, Exide Life Insurance Company Limited and three foreign subsidiaries, viz. Chloride Batteries S.E. Asia Pte. Ltd., Singapore, Espex Batteries Limited, UK and Associated Battery Manufacturers (Ceylon) Limited, Sri Lanka.

- Exide Life Insurance Company Limited, which is a 100% subsidiary of your Company, is engaged in the business of life insurance and providing financial investment products. The total premium collected by the said Company during the year ended March 31, 2016 was Rs. 2,016.24 crores. The said Company recorded a profit of Rs. 88.76 crores against a profit of Rs. 65.26 crores in the previous year.
- Pursuant to the Scheme of Amalgamation sanctioned by the Hon'ble High Court of Calcutta, Chloride Alloys India Limited, a 100% subsidiary of the Company having its plant at Kolar District, Karnataka was amalgamated with Chloride Metals Limited, another 100% subsidiary of your Company, having its plant at Markal, Pune with effect from March 01, 2016. Consequent to the said amalgamation, Chloride Alloys India Limited ceased to be subsidiary of your Company. Both the Companies were engaged in the similar business of running smelting plants having integrated facilities for extracting lead from exhausted batteries and manufacturing and supplying recycled lead and lead alloys. The consolidated net sale of Chloride Metals Limited was Rs.1,007.68 crores and the profit before tax was Rs. 24.15 crores.
- Chloride Power Systems & Solutions Limited, a 100% subsidiary of your Company having its factory at Sector V, Salt Lake City, Kolkata is engaged in manufacture and sale of battery chargers, D.C Power Systems and associated equipment. During the year 2015-2016, the said Company achieved a turnover of Rs. 58.09 crores and a profit before tax of Rs. 2.53 crores representing a decrease of 22% and 58% respectively over the previous year.
- Chloride International Limited is presently not engaged in any trading or manufacturing activity and has income

from rent and interest on securities. The income of Chloride International Limited during 2015-16 amounted to Rs. 70.86 lakhs with a profit before tax of Rs. 52.70 lakhs.

- Your Company also holds 100% of the share capital in Chloride Batteries S.E. Asia Pte. Ltd., Singapore. The said Company is engaged in the business of lead acid batteries and caters to the South East Asian and Australian markets. During the year 2015-2016, the said Company achieved a turnover of SGD 20.5 million and incurred a loss of SGD 3.1 million.
- Espex Batteries Limited, UK, 100% subsidiary of your Company is engaged in marketing and selling of lead acid batteries for industrial applications. During 2015-2016, the Company achieved a turnover of GBP 4.742 million and made a profit before tax of GBP 109,833.
- Your Company also holds 61.5% of the share capital in Associated Battery Manufacturers (Ceylon) Limited, Sri Lanka. The said Company is engaged in the business of manufacturing and marketing of lead acid batteries. During the year 2015-16, the said Company achieved a turnover of SLR 2341 million and made a profit before tax of SLR 205.9 million.

The profit and loss accounts, balance sheet, auditors' report and directors' report of the subsidiaries are not attached to the annual accounts of your Company pursuant to general exemption granted vide general circular number 2/2011 dated 08.02.2011 issued by the Government of India, Ministry of Corporate Affairs and in terms of Section 136 of the Companies Act, 2013. Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014, a statement containing salient features of financial statements of subsidiaries in Form AOC 1 is attached to the Accounts. However, the necessary details about the subsidiaries are given in the consolidated financial statements attached to the annual accounts. Further any shareholder of the Company or the subsidiary Companies may obtain copies of these documents by writing to the Company Secretary at the registered office of your Company. Copies of the annual accounts of the subsidiaries would also be available for inspection by any such person at the registered office of your Company on any working day.

EXTRACT OF THE ANNUAL RETURN

The extract of the Annual Return in Form No. MGT – 9 attached as "Annexure – IV" shall form part of the Board's report.

DIRECTORS

At the Meeting held on October 28, 2015, your Board appointed Mr. Nawshir H Mirza as an Additional Director to hold office till conclusion of the ensuing Annual General Meeting of the

Company. The Company has received a Notice as per the provisions of Section 160(1) of the Companies Act, 2013, from a Member proposing the appointment of Mr. Nawshir H Mirza. The Company has also received confirmation from Mr. Mirza stating that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and in the opinion of your Board he is a person of integrity and possesses relevant expertise and experience for being appointed as Independent Director.

Mr. P. K. Katakya, Managing Director and Chief Executive Officer will be retiring from the directorship of the Company with effect from the close of business hours on April 30, 2016. Your Board of Directors wishes to record its sincere appreciation for the services rendered by Mr. Katakya during his long association with the Company.

Your Board of Directors at its Meeting held on April 27, 2016 appointed Mr. Gautam Chatterjee as the Managing Director and Chief Executive Officer with effect from May 01, 2016. Mr. Chatterjee joined the services of the Company in 1982 and was appointed a Whole-time Director on May 13, 1996. Mr. Chatterjee became the Joint Managing Director with effect from May 01, 2013 and was heading the automotive and submarine battery business of the Company. At the said Meeting, Mr. Arun Mittal was appointed as an Additional and Whole-time Director to be designated as Director-Industrial, with effect from May 01, 2016. A Notice has been received from a Member under Section 160(1) of the Companies Act, 2013 proposing the appointment of Mr. Arun Mittal as a Director at the ensuing Annual General Meeting.

Mr. A. K. Mukherjee, Director – Finance & CFO and Mr. Nadeem Kazim, Director – HR & Personnel, retire by rotation and being eligible offer themselves for re-appointment. Your Board of Directors at its meeting held on April 27, 2016 appointed Mr. Gautam Chatterjee as Managing Director and CEO for a tenure of 3 years with effect from May 01, 2016.

Necessary information pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors to be appointed/re-appointed at the ensuing Annual General Meeting are given in the Annexure to the Notice convening the Annual General Meeting scheduled to be held on July 19, 2016.

None of the Directors of your Company are disqualified for being appointed as Directors, as specified in Section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance, as well as the evaluation of the working of its Committees and individual Directors, including Chairman of the Board. The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee. The performance evaluation of the Board as a Whole, Chairman and the Non-Independent Directors was carried out by the Independent Directors. This exercise was carried out in accordance with the Remuneration Policy framed by the Company within the framework of applicable laws.

While evaluating the performance and effectiveness of the Board, various aspects of the Board's functioning such as adequacy of the composition and quality of the Board, time devoted by the Board to Company's long-term strategic issues, quality and transparency of Board discussions, execution and performance of specific duties, obligations and governance were taken into consideration. Committee performance was evaluated on the basis of their effectiveness in carrying out respective mandates. A separate exercise was carried out to evaluate the performance of Independent Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution to Board deliberations, independence of judgement, safeguarding the interest of the Company and focus on creation of shareholders value, ability to guide the Company in key matters, attendance at meetings, etc. The Executive Directors were evaluated on parameters such as strategy implementation, leadership skills, quality, quantity and timeliness of the information flow to the Board, etc.

The Directors expressed their satisfaction with the evaluation process.

REMUNERATION POLICY

In accordance with the provisions of Section 178(3) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has remuneration policy in place. The objectives and key features of this Policy are:

- Formulation of the criteria for determining qualifications, positive attributes of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel and also independence of Independent Directors;
- Aligning the remuneration of Directors, KMPs and Senior Management Personnel with the Company's financial position, remuneration paid by its industry peers etc.;
- Performance evaluation of the Board, its Committees and Directors including Independent Directors;

-
- d. Ensuring Board diversity;
 - e. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down;
 - f. Directors' induction and continued training.

The Remuneration Policy is available on the Company's web-site under the following web-link '<http://www.exideindustries.com/corporate/about-us/our-policies>'.

MEETINGS

During the year under review four Board Meetings and four Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

The details of constitution of the Board and its Committees are given in the Corporate Governance Report.

COMPLIANCE WITH CODE OF ETHICS FOR BOARD OF DIRECTORS AND SENIOR EXECUTIVES

All Directors and Senior Management Personnel have affirmed Compliance with the Code of Ethics for Board of Directors and Senior Executives. A Declaration to that effect is attached with the Corporate Governance Report.

RISK MANAGEMENT POLICY

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company are responsible for framing, implementing and monitoring the risk management plans of the Company. The Company has a "Risk Management Policy" to identify risks associated with the Company, assess its impact and take appropriate corrective steps to minimise the risks which may threaten the existence of the company.

The Risk Management Policy is available on the Company's web-site under the following web-link '<http://www.exideindustries.com/corporate/about-us/our-policies>'.

LISTING

The equity shares continue to be listed on the BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and the Calcutta Stock Exchange Limited (CSE). The Company has paid annual listing fee for the financial year 2016-17 to BSE, NSE and CSE.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions those were entered during the financial year were in the ordinary course of business and on an

arm's length basis. There were no materially significant related party transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other persons which may have a potential conflict with the interest of the Company.

All related party transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is also obtained from the Audit Committee for the related party transactions which are of repetitive nature and which can be foreseen and accordingly the required disclosures are made to the Audit Committee on quarterly basis in terms of the omnibus approval of the Committee.

The policy on materiality of related party transactions and also on dealing with related party transactions as approved by the Audit Committee and the Board of Directors is uploaded on the web-site under the following web-link '<http://www.exideindustries.com/corporate/about-us/our-policies>'.

Since all related party transactions entered into by the Company were in the ordinary course of business and were on an arm's length basis and there were no material related party transactions during the year, Form AOC – 2 is not applicable to the Company.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant material orders passed by the Regulators/Courts which would impact the going Concern status of the company and its future operations.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information pursuant to Clause (m) of Sub-Section (3) of Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure - V".

HUMAN RESOURCES

Your company recognises that the purpose of Human Resources is to be a catalyst and change agent. Our HR policies are geared to attain these objectives of ensuring sustained business performance, while simultaneously addressing the needs of its multiple stakeholders. Your Company has well laid down, objective and transparent processes in the HR levers of Recruitment, Selection, Performance Management and Talent Management. Several L&D interventions have been carried out towards organisational capability building. Moreover succession planning, career planning, job rotation, Hi-potential identification and talent pipeline development process continues to be our priority towards building sustainable bench strength for the future.

The Industrial Relations scenario continued to be largely positive across all Exide manufacturing locations. During the year under review, long term agreements were signed with the Trade Unions at Taloja, Hosur, Haldia and Shamnagar plant.

The total number of employees of the Company as on March 31, 2016 stood at 5,299.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to Members and others entitled thereto, excluding the information on employees particulars which are available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard. Further, we confirm that there was no employee employed throughout the financial year or part thereof, who was in receipt of remuneration in the financial year which, in the aggregate, is in excess of that drawn by the Managing Director and Whole-time Directors and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company. Particulars of employees pursuant to Section 134(3)(q) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed hereto and marked as "Annexure - VI".

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder, your Company has constituted Internal Complaints Committees (ICC). The Company has designated the external independent member as a Chairperson for each of the Committees which was beyond the requirements of law. During the year, no complaints with allegations of sexual harassment were filed with the Company.

DIRECTOR'S RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a. That in the preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. That the Directors have prepared the annual accounts on a going concern basis;
- e. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
- f. That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

FORWARD LOOKING STATEMENTS

This Report contains forward-looking statements that involve risks and uncertainties.

When used in this Report, the words "anticipate", "believe", "estimate", "expect", "intend", "will" and other similar expressions as they relate to the Company and/or its businesses are intended to identify such forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Actual results, performance or achievements could differ materially from those expressed or implied in such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of their dates. This Report should be read in conjunction with the financial statements included herein and the notes thereto.

ACKNOWLEDGEMENT

Your Directors would like to record its appreciation for the co-operation and support received from its employees, shareholders, Government agencies and all stakeholders.

On behalf of the Board of Directors

Place: Mumbai
Date: April 27, 2016

(R. G. Kapadia)
Chairman

ANNEXURE - I

Form No. MR-3 **SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED – March 31, 2016
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Exide Industries Limited
59-E, Chowringhee Road
Calcutta - 700020

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Exide Industries Limited (hereinafter called the company). Secretarial Audit was conducted in accordance with the Guidance Note issued by the Institute of Company Secretaries of India (A statutory body constituted under the Company Secretaries Act, 1980) and in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

- **Management's Responsibility for Secretarial Compliances**

The Company's Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

- **Auditor's Responsibility**

Our responsibility is to express an opinion on the secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and read with the Statutory Auditors' Report on Financial Statements and Compliance of the conditions of Corporate Governance and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion and to the best of our information, knowledge and belief and according to the explanations given to us, the company has, during the audit period covering the financial year ended on 31.03.2016 generally complied with the applicable statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Exide Industries Limited for the financial year ended on 31.03.2016 according to the applicable provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act; 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable to the company – **As reported to us, there were no FDI, ODI or ECB transaction in the company during the year under review.**
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the company:-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **No new securities were issued during the year.**
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **No instances were reported during the year.**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **No instances were reported during the year.**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **The Company has appointed a SEBI authorised Category I Registrar and Share Transfer Agent.**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: **No De-listing was done during the year.**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **No buy – back was done during the year.**
6. The following other laws specifically applicable to the Company to the extent applicable to it :-
 - a) The Factories Act, 1948
 - b) Industrial Disputes Act, 1947
 - c) Payment of Gratuity Act, 1972
 - d) Employees Provident Fund and Miscellaneous Provisions Act, 1952
 - e) Employees State Insurance Act, 1948

f) Batteries (Management and Handling) Rules, 2001

g) Legal Metrology Act, 2009

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with BSE Limited, National Stock Exchange of India Limited and Calcutta Stock Exchange Limited and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 respectively.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above.

We further report that as far as we have been able to ascertain -

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and the changes in the composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
4. We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has -

1. Altered its Articles of Association by substitution of a new set of Articles of Association at the Annual General Meeting held on 31.07.2015
2. Merged two of its subsidiary companies – Chloride Alloys India Limited and Chloride Metals Limited vide order dated 19.01.2016 passed by the Hon'ble High Court at Calcutta.

It is stated that the compliance of all the applicable provisions of the Companies Act, 2013 and other laws is the responsibility of the management. We have relied on the representation made by the company and its Officers for systems and mechanism set-up by the company for compliances under applicable laws. Our examination, on a test-check basis, was limited to procedures followed by the Company for ensuring the compliance with the said provisions. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted its affairs. We further state that this is neither an audit nor an expression of opinion on the financial activities / statements of the Company. Moreover, we have not covered any matter related to any other law which may be applicable to the Company except the aforementioned corporate laws of the Union of India.

Place: Calcutta
Date: 27.04.2016

(S. M. Gupta)
Partner
S. M. Gupta & Co.,
Company Secretaries
Firm Registration No.: P1993WB046600
Membership No.- FCS No: 896
C P No : 2053

Enclo: Annexure "A" forming an integral part of this Report.

"ANNEXURE - A"

To,
The Members,
EXIDE INDUSTRIES LIMITED,
59-E, Chowringhee Road
Calcutta - 700020

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audits.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the fairness of the contents of the Secretarial records. The verification was done on test basis to ensure that facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis to the extent applicable to the Company.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Calcutta
Date: 27.04.2016

(S. M. Gupta)

Partner

S. M. Gupta & Co.,

Company Secretaries

Firm Registration No. : P1993WB046600

Membership No.- FCS No: 896

C P No : 2053

ANNEXURE - II

Report on Corporate Governance – 2015-2016

Governance Philosophy

The Company's approach and commitment to ethical Corporate Governance remains unchanged in its 69-years of existence. The underlying principles and core values still guide the Company in all its executive decision making processes.

Corporate Governance is an internalised process which drives your Company to remain in its path as a sustainable wealth creator for all its stakeholders – shareholders, customers, employees and the overall society at large within which it exists. Your Company believes that while substantial societal resources are being utilised by large corporates to generate wealth and add value, it is the principles of Corporate Governance that should keep them in the right track so that the process of wealth creation is sustainable over an extended period of time.

Your Company's principles of Corporate Governance are based on the philosophy of empowerment and responsibility. It feels the Management must be empowered to drive the organisation forward in the best interest of all the stakeholders. This empowerment, however, also thrusts upon it the responsibility to stay within the framework of accountability and transparency so that its actions are sustainable over a long time and benefit the larger society.

Your Company believes that if proper checks and balances are worked into the system of functioning, then its executive decision making becomes more process driven than individual driven and there are minimal chances of abuse of authority.

In its quest to inculcate an ethical corporate culture and citizenship within the organisation, the Company's governance philosophy depends heavily on a few tenets. These are trusteeship, transparency, empowerment and accountability, control and ethical corporate citizenship. Your Company is of the view that by inculcating these tenets, the appropriate corporate culture can be created whereby the Company is managed in a way that reflects ethical corporate citizenship.

The tenet of Trusteeship dictates that the Board of Directors will protect and enhance shareholder value as well as discharge the Company's obligations to all the other stakeholders. The Company's role in the economic and social spheres will be fulfilled under this tenet.

Under the tenet of Transparency the Company makes necessary disclosures and explains the rationale behind its policies and decisions to all those who are affected by them.

Empowerment makes it possible for the Company to remain innovative across the levels. It makes every individual employee within the organisation free to determine his or her destiny in tune with that of the organisation. Empowerment means delegation and decentralisation so that decision making process is fast and transparent to everyone.

However, this freedom of action that Empowerment allows is counter balanced by Control which ensures that management decision making remains within the framework of rules. Checks and balances are devised in a way that prevents malpractices and removes opacity in decision making so that risk management becomes more effective.

The Corporate Governance principles and processes make it possible for the Company to remain steadfast in its path of ethical corporate behaviour and citizenship. The principles are also manifest in its high standards of ethical behaviour, both internally and externally.

The Governance Structure

The following three interlinked levels within which Exide practice Corporate Governance:

- i. Strategic supervision – by the Board of Directors
- ii. Strategic management – by the Executive Committee
- iii. Executive management – by the Divisional Heads of businesses

The structure ensures that at the ground level the executive management of the divisions are focused on embellishing the quality, efficiency and effectiveness of each business vertical. This level functions under the strategic day to day management of the Executive Committee that has under its ambit the overall vision of the entire organisation. Above both these is the Board of Directors that provides the strategic supervision on behalf of the shareholders. The Board is free from the task of strategic management but has the larger role of guiding the executive management with objectivity so that accountability is ensured at all levels.

The central role of these three entities is dependent on the structure. Their role, in turn determines the responsibilities that is vested in them. Each entity is formally empowered with the requisite powers so that there is no hindrance to its discharge of responsibilities for the overall growth of the organisation.

BOARD OF DIRECTORS

In terms of the Company's Corporate Governance Policy, all statutory and other significant and material information are placed before the Board to enable it to discharge its responsibilities of strategic supervision of the Company and as trustees of stakeholders.

The details of each member of the Board along with the number of Directorship(s)/Committee Membership(s)/Chairmanship(s) are provided herein below:

Composition and Directorship(s)/Committee Membership(s)/Chairmanship(s) as on March 31, 2016

Name of Director	Category of Directors	No. of other Directorships held(*)	Committee Memberships held in other companies (**)	
			As Member	As Chairman
Mr. R. G. Kapadia	Independent Non-Executive Chairman	5	1	1
Mr. R. B. Raheja	Non-Executive Vice Chairman	5	2	Nil
Mr. P. K. Katakya	Executive Director	2	Nil	Nil
Mr. G. Chatterjee	Executive Director	3	1	Nil
Mr. A. K. Mukherjee	Executive Director	3	1	Nil
Mr. Nadeem Kazim	Executive Director	2	Nil	Nil
Mr. Subir Chakraborty	Executive Director	1	Nil	Nil
Mr. Vijay Aggarwal	Independent Non-Executive Director	5	3	2
Ms. Mona N Desai	Independent Non-Executive Director	2	1	Nil
Mr. S Chand	Independent Non-Executive Director	2	2	1
Mr. Bharat Dhirajlal Shah	Independent Non-Executive Director	8	7	Nil
Mr. Nawshir H Mirza***	Additional Director (Independent Non-Executive Director)	5	1	3

* Excludes Directorships in Indian Private Limited Companies, Foreign Companies, Companies u/s 8 of the Companies Act, 2013 and memberships of Managing Committees of various Chambers/bodies and Alternate Directorships.

** Committees include only Audit Committee and Stakeholders Relationship Committee.

*** Appointed w.e.f. October 28, 2015.

Appointment/Re-appointment of Directors

Mr. Nawshir H Mirza has been appointed as an Additional Director of the Company on October 28, 2015. A Notice in writing has been received from a Member along with requisite deposit under Section 160(1) of the Companies Act, 2013 proposing the appointment of Mr. Nawshir H Mirza as a Director at the ensuing Annual General Meeting.

Mr. P. K. Katakya, Managing Director and Chief Executive Officer will be retiring from the directorship of the Company with effect from the close of business hours on April 30, 2016.

Composition

As on the date of this Report, the Board of Directors of the Company consists of five (5) Executive Directors and seven (7) Non-Executive Directors. The composition of the Board represents an optimal mix of professionalism, knowledge and experience in business, finance, law and corporate management which enables the Board to discharge its responsibilities and provide effective leadership to the business. The positions of the Chairman of the Board and the Chief Executive Officer of the Company are held by separate individuals, where the Chairman of the Board is a Non-Executive & Independent Director. None of the Directors of your Company are related to each other.

Subject to the approval of the shareholders of the Company at the ensuing Annual General Meeting, the Board of Directors at its meeting held on April 27, 2016 appointed Mr. Gautam Chatterjee as the Managing Director and Chief Executive Officer for a period of 3 years with effect from May 01, 2016. Mr. Gautam Chatterjee has been heading the automotive business of the Company as Joint Managing Director since May 01, 2013. At the said Board Meeting, the Board of Directors also appointed Mr. Arun Mittal as an Additional and Whole-time Director to be in-charge of the industrial battery business of the Company for a period of three years with effect from May 01, 2016. A Notice

has been received from a Member under Section 160(1) of the Companies Act, 2013 proposing the appointment of Mr. Arun Mittal as a Director at the ensuing Annual General Meeting. Consequent upon the organisational change, Mr. Subir Chakraborty presently Director – Industrial will now head the Automotive and Submarine battery business of the Company with effect from May 01, 2016.

Mr. A. K. Mukherjee and Mr. Nadeem Kazim, Executive Directors, retire by rotation in accordance with the provisions of the Companies Act, 2013 and, being eligible have offered themselves for re-appointment at the ensuing Annual General Meeting.

A brief Resume of the Directors proposed to be appointed/re-appointed, along with the particulars of Directorships held by them, has been appended to the Notice for the Annual General Meeting which is being circulated to the members alongwith this Report.

Mr. Nawshir H Mirza, Mr. Gautam Chatterjee and Mr. Nadeem Kazim do not hold any equity shares in the Company. Mr. A. K. Mukherjee holds 1,000 equity shares while Mr. Arun Mittal holds 1,152 equity shares in the Company.

Meetings and Attendance

During the financial year ended March 31, 2016, four (4) Board Meetings were held on April 30, 2015, July 30, 2015, October 28, 2015 and January 21, 2016 respectively. The previous Annual General Meeting was held on July 31, 2015.

Directors' attendance at Board Meetings and at Annual General Meeting (AGM):

Name of Director	No. of Board Meetings Attended	Attendance at last AGM
Mr. R. G. Kapadia	3	Yes
Mr. R. B. Raheja	3	-
Mr. P. K. Katakya	4	Yes
Mr. G Chatterjee	4	Yes
Mr. A. K. Mukherjee	4	Yes
Mr. Nadeem Kazim	4	Yes
Mr. Subir Chakraborty	4	Yes
Mr. Vijay Aggarwal	4	Yes
Ms. Mona N Desai	4	Yes
Mr. S Chand	4	Yes
Mr. Bharat Dhirajlal Shah	3	Yes
Mr. Nawshir H Mirza*	2	NA

*Appointed as an Additional Director at the Board Meeting held on October 28, 2015

Directors' Induction, Training and Familiarisation

The Board is responsible for the selection of new Directors on the recommendations received from the Nomination and Remuneration Committee. After getting appointed, the Directors receive a formal letter of appointment which inter alia explains the role, functions, duties and responsibilities expected from him as a Director of the Company. The Director is also explained in detail the compliances required to be made under the Companies Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Regulations, 2015") and other relevant regulations.

By way of an introduction to the Company, the Director is presented with the Company profile, Annual Reports and an overview of the Company's manufacturing facilities. All Non-Executive Directors newly inducted in the Board are introduced to the Company through appropriate orientation sessions. Presentations are made by various Executive Directors and senior management personnel and site visits to various plant locations are organised for them to provide a complete oversight into the Company's operations and business. Detailed presentations on Company's business segments, if any, performance updates, global business environment, business strategy and risks involved are periodically made at the Board Meetings during the year.

The details of such familiarisation programmes for Independent Directors along with the familiarisation policy are available on the company's web-site at <http://www.exideindustries.com/corporate/about-us/our-policies>.

Board Portal – Meetings Management System

With a view to leverage advancement in technology and reducing paper consumption, the Company has adopted a web-based application for transmitting Board/Committee Agenda. The Directors of the Company receive the Agenda in electronic form through this application, which can be accessed through Browsers and iPads/tablets. The application meets high standards of integrity and ensures confidentiality that is required for storage and transmission of Board/Committee Agenda in electronic form.

Code of Ethics for Directors and Senior Executives

All Directors and Members of the Senior Management have affirmed their compliance with the Code of Ethics for Board of Directors and Senior Executives as on March 31, 2016 and a declaration to that effect, signed by the Managing Director & CEO is enclosed and forms part of this Report. The Code of Ethics for Board of Directors and Senior Executives has also been posted on the web-site of the Company.

COMMITTEES OF THE BOARD

A. Audit Committee

The role / terms of reference of the Audit Committee inter alia includes the following:

- (a) Assist the Board of Directors of the Company in fulfilling its responsibilities to oversee the:
 - i. Company's financial reporting process;
 - ii. the integrity of the Company's financial statements as per authority and responsibilities provided in the Charter;
 - iii. Auditors' qualifications and independence;
 - iv. the performance of the Company's Internal Audit function and that of Statutory Auditors.
- (b) Overseeing the reporting requirements for inclusion in the Company's Annual Report.
- (c) Laying down the criteria for granting the omnibus approval in line with Policy on Related Party Transactions and such approval shall be applicable in respect of transactions which are repetitive in nature.

The role / terms of reference of the Audit Committee are in conformity with the SEBI Regulations, 2015 read in conjunction with Section 177 of the Companies Act, 2013.

Composition and Attendance

The Audit Committee presently comprises of five (5) Non-Executive Independent Directors. Mr. Nawshir H Mirza, Chairman of the Committee is a Non-Executive independent Director and a Chartered Accountant, acknowledged as a financial expert in his own right. All the other members are well versed in corporate finance and related areas.

During the financial year ended March 31, 2016, four (4) meetings of the Audit Committee were held on April 30, 2015, July 30, 2015, October 28, 2015 and January 21, 2016 respectively. The composition and attendance of the committee meetings are as follows:

Name of Director	Category	Designation	Number of meetings attended
Mr. Nawshir H Mirza*	Independent Non-Executive	Chairman	1
Mr. R. G. Kapadia	Independent Non-Executive	Member	3
Mr. Vijay Aggarwal	Independent Non-Executive	Member	4
Ms. Mona N Desai	Independent Non-Executive	Member	4
Mr. S Chand	Independent Non-Executive	Member	4

* Inducted as Member w.e.f. October 28, 2015 and Chairman w.e.f. April 27, 2016

The Managing Director & CEO, Director- Finance & CFO and Chief-Internal Audit are permanent invitees to the Audit Committee meetings. The representative(s) of the Statutory Auditors also attend the Audit Committee Meetings. The Company Secretary acts as the Secretary to the Committee. Other Directors and members of the management are also invited as may be required from time to time.

B. Nomination & Remuneration Committee

The terms of reference of the Nomination and Remuneration Committee inter alia includes the following:

- i. To identify persons who are qualified to become Directors and who may be appointed in the Senior Management and to lay down the criteria thereof;
- ii. To recommend to the Board appointment of Directors and Senior Management Personnel and their removal;
- iii. To evaluate the individual Directors performance;
- iv. Formulate the criteria for determining the qualification, positive attribute and independence of the Directors;
- v. Recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and other employees; and
- vi. Devising a Policy on Board diversity.

For the performance evaluation criteria for Independent Directors, please refer Board's Report.

Composition and Attendance

The Nomination and Remuneration Committee presently comprises of three (3) Non-Executive Independent Directors. Mr. Vijay Aggarwal is the Chairman of the Committee who is also a Non-Executive Independent Director. The Company Secretary acts as the Secretary to the Committee.

During the financial year ended March 31, 2016, two (2) meetings of the Nomination & Remuneration Committee were held on April 30, 2015 and October 28, 2015 respectively. The composition and attendance details of the committee meetings are as follows:

Name of Director	Category	Designation	Number of meetings attended
Mr. Vijay Aggarwal	Independent Non-Executive	Chairman	2
Mr. R. G. Kapadia*	Independent Non-Executive	Member	2
Ms. Mona N Desai	Independent Non-Executive	Member	2
Mr. S Chand	Independent Non-Executive	Member	2
Mr. P. K. Katakya**	Executive	Member	2

* Mr. R. G. Kapadia resigned w.e.f. January 07, 2016

** Mr. P. K. Katakya stepped down as Member w.e.f. October 28, 2015

Remuneration of Directors

Details of Remuneration paid/payable to the Directors for the year ended March 31, 2016 are as follows:

						(in Rs.)
Name of Director	Salary & Performance Bonus	Contributions to retiral funds	Perquisites & Other benefits	Commission	Sitting Fees@	Total
Executive Directors						
Mr. P. K. Katakya	1,87,33,000	47,14,159	19,25,512	93,66,500	-	3,47,39,171
Mr. G Chatterjee	1,80,12,500	45,32,846	22,80,187	90,06,250	-	3,38,31,783
Mr. A. K. Mukherjee	1,03,09,200	25,94,310	13,45,452	51,54,600	-	1,94,03,562
Mr. Nadeem Kazim	74,05,200	18,63,519	15,02,110	37,02,600	-	1,44,73,429
Mr. Subir Chakraborty	68,55,200	17,25,111	14,63,449	34,27,600	-	1,34,71,360
Non-Executive Directors						
Mr. R. G. Kapadia	-	-	-	50,00,000	3,75,000	53,75,000
Mr. R. B. Raheja	-	-	-	-	2,25,000	2,25,000
Mr. Vijay Aggarwal	-	-	-	-	5,00,000	5,00,000
Ms. Mona N Desai [#]	-	-	-	7,50,000	5,00,000	12,50,000
Mr. S Chand [#]	-	-	-	7,50,000	5,00,000	12,50,000
Mr. Bharat Dhirajlal Shah	-	-	-	25,00,000	2,25,000	27,25,000
Mr. Nawshir H Mirza [#]	-	-	-	22,50,000	2,00,000	24,50,000

[#] Payment of remuneration by way of commission is subject to the approval of the shareholders at the ensuing Annual General Meeting.

@ The sitting fees paid to the Non-Executive Directors is towards attending the Board and Audit Committee meetings held during the year.

Notes:

All the Executive Directors of the Company have been appointed on contractual basis. As per the contract, the notice period is 3 months.

Shareholding of Non-Executive Directors

Name of Director	No. of shares held as on March 31, 2016
Ms. Mona N Desai	78,666
Mr. S Chand	18,872

Apart from the above, there was no pecuniary relationship or transactions between the Company and Non-Executive Directors.

The performance criteria for the purpose of payment of remuneration to the Directors are in accordance with the Nomination and Remuneration Policy of the Company.

C. Stakeholders Relationship Committee

The Committee oversees redressal of shareholders' grievances pertaining to transfer of shares, non-receipt of dividend and non-receipt of annual reports. The Committee also oversees the performance of registrar and transfer agent and recommend the measures for overall improvement in the quality of investor services.

Composition and Attendance

The Stakeholders Relationship Committee of the Company comprises of three (3) Directors. Mr. S Chand, Non-Executive Independent Director is the Chairman of the Stakeholders Relationship Committee. The Company Secretary is the compliance officer and acts as the secretary to the Committee.

During the financial year 2015-16, the Committee met once on March 07, 2016. The composition and attendance details of the committee meeting are as follows:

Name of Director	Category	Designation	Number of meetings attended
Mr. S Chand	Independent Non-Executive	Chairman	1
Mr. P. K. Katakya	Executive	Member	1
Mr. G Chatterjee	Executive	Member	Nil

Investor Grievance Redressal Mechanism

During the financial year ended March 31, 2016, 11 complaints were received from Shareholders. All complaints have been redressed to the satisfaction of the shareholders and none of them were pending as on March 31, 2016.

Number of complaints received and resolved during the year and pending share transfers as on March 31, 2016:

Number of complaints pending at the beginning of the financial year 2015-16	Nil
Number of complaints received during the financial year 2015-16	11
Number of complaints redressed during the financial year 2015-16	11
Number of complaints pending redressal at the end of the financial year 2015-16	Nil
Number of pending share transfers as at March 31, 2016	Nil

D. Share Transfer Committee

The Share Transfer Committee approves the transfer/transmission of shares, sub-division or consolidation of shares and issue of new/duplicate share certificates and related matters. The Share Transfer Committee comprises of four (4) Executive Directors.

Composition and Attendance

During the financial year ended March 31, 2016, 27 Meetings of the Share Transfer Committee were held on April 13, 2015, April 27, 2015, May 12, 2015, May 26, 2015, June 11, 2015, June 24, 2015, July 07, 2015, July 24, 2015, August 07, 2015, August 21, 2015, September 05, 2015, September 15, 2015, September 29, 2015, October 13, 2015, October 27, 2015, November 07, 2015, November 20, 2015, December 02, 2015, December 11, 2015, December 26, 2015, January 08, 2016, January 19, 2016, January 27, 2016, February 09, 2016, February 22, 2016, March 07, 2016 and March 18, 2016 respectively. The composition and attendance details of the committee meetings are as follows:

Name of Director	Category	Designation	Number of meetings attended
Mr. P. K. Katakya	Executive	Chairman	26
Mr. G Chatterjee	Executive	Member	26
Mr. A. K. Mukherjee	Executive	Member	27
Mr. Nadeem Kazim	Executive	Member	26

E. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee is responsible for -

1. formulating the CSR Policy and proposing revisions as and when required subject to the approval of the Board of Directors;
2. proposing budget allocation for the CSR activities, subject to the approval of the Board of Directors;
3. identifying modalities of implementing the CSR activities;

4. formulation of an effective monitoring system;
5. monitoring the progress of the CSR programs on a regular basis;
6. review of the impact assessment; and
7. annually report to the Board, the status of CSR activities and contributions made.

The Committee has formulated a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company and recommend the expenditure on the specified CSR activities pursuant to Schedule VII of the Companies Act, 2013 and also monitor the Policy from time to time. The said Policy is available on the web-site of the Company at <http://www.exideindustries.com/corporate/about-us/our-policies>.

Composition & Attendance

The Corporate Social Responsibility Committee comprises of four (4) members with Mr. Bharat D Shah, Non-Executive Independent Director acting as Chairman. During the year, Mr. R. G. Kapadia ceased to be Chairman & Member of the Committee w.e.f. January 07, 2016 and Mr. Bharat D Shah was inducted as Chairman of the Committee w.e.f. January 21, 2016.

Four (4) meetings of the Corporate Social Responsibility Committee were held during the year on April 30, 2015, July 30, 2015, October 28, 2015 and January 21, 2016 respectively. The composition and attendance details of the Committee are given below:

Name of Director	Category	Designation	Number of meetings attended
Mr. Bharat Dhirajlal Shah	Independent Non-Executive	Chairman [#]	-
Mr. R. G. Kapadia	Independent Non-Executive	Chairman ^{\$}	3
Mr. S Chand	Independent Non-Executive	Member	4
Mr. P. K. Katakya	Executive	Member	4
Mr. G Chatterjee	Executive	Member	4

[#] Mr. Bharat D Shah was appointed as Chairman w.e.f. January 21, 2016

^{\$} Mr. R. G. Kapadia ceased to be Chairman and Member w.e.f. January 07, 2016

F. Banking Operations Committee

The Banking Operations Committee has been constituted to approve opening and closing of bank accounts, change in bank signatories and carrying on other routine banking operations. The Committee comprises of four (4) Executive Directors, viz. Mr. P. K. Katakya, Mr. G Chatterjee, Mr. A. K. Mukherjee and Mr. Nadeem Kazim.

G. Executive Committee

The Executive Committee comprises of the Executive Directors, Key Management Personnel and Senior Management Personnel viz. Mr. P. K. Katakya, Mr. G Chatterjee, Mr. A. K. Mukherjee, Mr. Subir Chakraborty, Mr. Nadeem Kazim, Mr. Jitendra Kumar and Mr. Achim Leulsdorf. The Committee focuses on the strategic management issues of the Company, subject to the overall supervision of the Board of Directors.

H. Independent Directors Meeting

During the year under review, the Independent Directors met on April 30, 2015 inter alia, to discuss:

- i. Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole;
- ii. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors; and
- iii. Evaluation of the quality, content and timelines of flow of information between the Management and the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the said Meeting.

MAJOR POLICIES ADOPTED BY THE COMPANY

I. Whistle Blower Policy/Vigil Mechanism

In accordance with the provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, every listed Company is required to have a Vigil Mechanism for the Directors and employees to report their genuine concerns and grievances. The Company has a Whistle Blower Policy in place and the same is also available on the web-site of the Company. The Audit Committee of Directors is entrusted with the responsibility to oversee the Vigil mechanism. During the year, no personnel was denied access to Audit Committee.

The Whistle Blower Policy is uploaded on the Company's web-site under the following web-link <http://www.exideindustries.com/corporate/about-us/our-policies>.

II. Policy on Material Subsidiaries

In accordance with the requirements of Regulation 16(1)(c) of SEBI Regulations, 2015 the Company has a Policy on Material Subsidiaries. A subsidiary shall be considered a material subsidiary if any of the following conditions are satisfied:

- a. if the net-worth (i.e. paid-up capital and free reserves) of the subsidiary exceeds 20% of the consolidated net worth of the Company and its subsidiaries in the immediately preceding accounting year; or

- b. if the income of the subsidiary exceeds 20% of the consolidated income of the Company and its subsidiaries in the immediately preceding accounting year.

The Policy on Material Subsidiaries have been uploaded in the Company's web-site under the following web-link <http://www.exideindustries.com/corporate/about-us/our-policies>.

III. Policy on Related Party Transactions

All transactions entered into with the Related Parties during the financial year ended March 31, 2016 were in the ordinary course of business and on an arm's length basis and without any conflict of interest in accordance with the provisions of the Companies Act, 2013 and SEBI Regulations, 2015. Moreover, there were no materially significant related party transactions during the financial year which were in conflict with the interest of the Company. Suitable disclosures as prescribed under the Accounting Standard (AS 18) have been made in the notes to the Financial Statements.

The policy for related party transactions has been uploaded on the Company's web-site. The web-link is <http://www.exideindustries.com/corporate/about-us/our-policies>.

iv. Policy on Determination of Materiality for Disclosures and Archival Policy

In accordance with Regulation 30 of SEBI Regulations, 2015, the Company has framed a Policy on Determination of Materiality for Disclosures to disclose events or information which, in the opinion of the Board of Directors of the Company, are material. Further the Company has an Archival Policy in line with the requirements of SEBI Regulations to ensure that information relating to the Company is adequately disclosed on its web-site as required by law. The Policies have been uploaded on the Company's web-site. The weblink is <http://www.exideindustries.com/corporate/about-us/our-policies>.

V. Policy on Preservation of Documents

In accordance with Regulation 9 of SEBI Regulations, 2015, the Company has framed a Policy on preservation of documents approved by the Board of Directors of the Company. The Policy is intended to define preservation of documents and to provide guidance to the executives and employees working in the Company to make decisions that may have an impact on the operations of the Company. It not only covers the various aspects on preservation of the Documents, but also the safe disposal/destruction of the Documents.

GENERAL BODY MEETINGS

Particulars of last three Annual General Meetings:

AGM	Year Ended	Venue	Date	Time
66th	31.03.2013	Kala Mandir, 48 Shakespeare Sarani, Kolkata – 700 017	16.07.2013	10.30 AM
67th	31.03.2014	Kala Mandir, 48 Shakespeare Sarani, Kolkata – 700 017	22.07.2014	10.00 AM
68th	31.03.2015	Kala Kunj, 48 Shakespeare Sarani, Kolkata – 700 017	31.07.2015	11.00 AM

Special Resolutions

The details of the special resolutions passed by the Company at the last three Annual General Meetings (AGMs) are given herein below:

Date of AGM	Subject matter of the resolution	Triggering Section of the Companies Act
July 16, 2013	Payment of Commission to Non-Executive Chairman	309 and 314 of the Companies Act, 1956
July 22, 2014	Payment of Commission to Non-Executive Chairman	149, 197 and 198 of the Companies Act, 2013
July 31, 2015	Payment of Commission to Non-Executive Chairman & Non-Executive Independent Director	149, 197 and 198 of the Companies Act, 2013
	Adoption of new set Articles of Association	14 of the Companies Act, 2013

Postal Ballot

No resolution requiring postal ballot was placed before the last Annual General Meeting. No resolution requiring postal ballot is being proposed at the ensuing Annual General Meeting.

Disclosures

- a. There were no materially significant related party transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other persons which may have a potential conflict with the interest of the Company.

- b. Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

There was no such instance of non-compliance during the last three years.

- c. All Mandatory requirements have been appropriately complied with and the non-mandatory requirements are dealt with at the end of the report.
- d. Disclosure of commodity price risk and commodity hedging activities

Lead and Lead Alloys are the primary materials consumed in the manufacture of batteries representing more than 70% of total material consumption by value.

The Company procures about 35% of its Lead and Lead Alloys requirement through imports or import parity pricing based on prices quoted on London Metal Exchange (LME). Balance 65% of its Lead and Lead Alloys are procured from Local Smelters, including its own Smelters, prices of which are influenced by demand/supply situation as well as LME price movement.

At times, prices of Lead and Lead Alloys become volatile due to sudden changes in demand/supply situation as well as LME price movement due to international forces. The Company procures Lead and Lead Alloys mostly at current pricing or on LME averages and there is no long-term contract for pricing.

About 30% of Company's business with OEMs as well as institutional customers are having "Lead price variation clause" (Lead price denominated pricing). Hence, this portion of the business is protected from Lead price volatility. Balance 70% of Company's business to retail customers are exposed to lead price volatility as prices are determined by market forces. However, increasing usage of recycled Lead, replacing consumption of pure Lead, which is cheaper than pure Lead and not directly exposed to LME price movement, to some extent reduces the risk of Lead price volatility.

Exposure to currency fluctuations and its impact on Company's business is significant since about 35% of Lead and Lead Alloys procurement is based on "import parity

price." Moreover, there are imports of few other materials as well as most of the capital goods (machineries).

While exposure to currency fluctuation on Lead and Lead alloy cost is to some extent mitigated as stated above, exposure on account of other imports remains. However, Exports, which constitutes about 4% of Company's business, acts as an automatic hedge against risks resulting from currency fluctuation.

As a policy, the Company does not enter into Commodity hedging. Accordingly, as on the date of reporting, there is no open position held by the Company on Commodity futures or options. Same principle applies in case of currency also. Very few "forward covers" are taken, at times, against import liabilities when situation warrants. As at end of March'16, there is no open "forward cover" for foreign currency liability.

- e. The disclosures on corporate governance as required under Regulation 17 to 27 and Clause (b) to (i) of sub regulation (2) of Regulation 46 have been adhered and complied with.

MEANS OF COMMUNICATION

- A. Quarterly results and Audited Financial Results are generally published in following Newspapers:

The Economic Times
The Telegraph
Times of India
Hindu Business Line
Ananda Bazar Patrika
The Mint
Business Standard
Eisamay

- B. The Company's web-site at www.exideindustries.com is regularly updated with financial results.
- C. Whether MD & A is a part of Annual Report : Yes
- D. Whether Official news Releases and Presentations made to Institutional Investors/Analysts are posted on the web-site of the Company : Yes

GENERAL SHAREHOLDER INFORMATION

1. The 69th Annual General Meeting is proposed to be held for the Financial Year: April 01, 2015 to March 31, 2016.
2. The Company has furnished information as required under Regulation 36 of SEBI (Listing Obligations & Disclosure

Requirements) Regulations, 2015, relating to appointment of new Directors and re-appointment of retiring Directors. Shareholders may kindly refer to the Notice convening the 69th Annual General Meeting of the Company. The name of other companies in which the Directors appointed/re-appointed holds directorship and the membership of Committees of the Board are also given in the annexure to the Notice convening the 69th Annual General Meeting.

3. Annual General Meeting for the Financial Year 2015-2016

Date	July 19, 2016
Venue	Kala Mandir, 48 Shakespeare Sarani, Kolkata – 700 017
Time	11.00 AM
Dates of Book Closure for Final Dividend	July 13, 2016 to July 19, 2016 (upto 11.00 A.M.)
Last Date of receipt of Proxy Forms	July 17, 2016 (11.00 A.M.)

4. Tentative Financial Calendar for 2016-2017

First Quarterly Results	July, 2016
Second Quarterly/Half Yearly Results	October, 2016
Third Quarterly Results	January, 2017
Annual Results for the year ending on March 31, 2017	April, 2017
Annual General Meeting for the year ending on March 31, 2017	July, 2017

5. Dividend Payment Date

During the financial year 2015-16, the Company paid an interim dividend @ Rs. 1.60 per equity share to its shareholders.

The Final Dividend @ Re. 0.80 per equity share as recommended by the Board at its meeting held on April 27, 2016 for the year ended March 31, 2016, if approved by the shareholders at the ensuing Annual General Meeting to be held on July 19, 2016, will be paid within 30 days from the date of the Annual General Meeting.

Unclaimed Dividend

Section 205A of the Companies Act, 1956 as amended from time to time and/or relevant corresponding provisions of the Companies Act, 2013 once notified, mandates that companies transfer dividend that has been unclaimed for a period of seven years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). In accordance with the following schedule, the dividend for the years mentioned as follows, if unclaimed within a period of seven years, will be transferred to IEPF:

Details of Unclaimed Dividend as on 31.03.2016

Year	Type	Account No	Date of Declaration	Due Date for transfer to IEPF
2009	Final	00142220001409	17-Jul-09	22-Aug-16
2010	Interim	00142220001556	12-Oct-09	17-Nov-16
2010	Final	031026214003	14-Jul-10	19-Aug-17
2011	Interim	00142220001868	12-Oct-10	17-Nov-17
2011	Final	704718	21-Jul-11	26-Aug-18
2012	Interim	00142220002179	20-Oct-11	25-Nov-18
2012	Final	704784	17-Jul-12	27-Aug-19
2013	Interim	00142220002464	19-Oct-12	24-Nov-19
2013	Final	704862	16-Jul-13	21-Aug-20
2014	Interim	33105176380	23-Oct-13	29-Nov-20
2014	Final	50200006512872	22-Jul-14	28-Aug-21
2015	Interim	704922	21-Jul-14	21-Aug-21
2015	Final	50200013542151	31-Jul-15	06-Sept-22
2016	Interim	50200015464528	28-Oct-15	04-Dec-22

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 31, 2015 (date of last Annual General Meeting) on the Company's web-site <http://www.exideindustries.com/corporate/investors/unclaimed-dividend> and on the web-site of Ministry of Corporate Affairs.

6. Listing of Equity Shares on Stock Exchanges and Stock Code/Symbol

ISIN: INE302A01020

The Equity Shares of the Company are presently listed on the following Stock Exchanges:

Name and Address of the Stock Exchange	Stock Code	Symbol
The Calcutta Stock Exchange Limited (CSE) 7 Lyons Range, Kolkata - 700 001	15060 & 10015060	-
BSE Limited (BSE) Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001	500086	-
National Stock Exchange of India Limited (NSE) Exchange Plaza, 5th Floor Plot no. C/1, G Block Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051	-	EXIDEIND

The listing fees for the Financial Year 2016-17 has been paid to the above Stock Exchanges.

7. Stock Market price data for the year on BSE, NSE & CSE

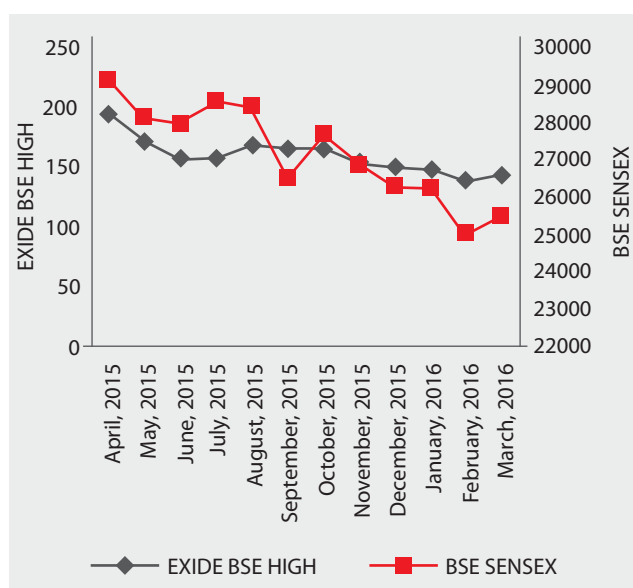
Month	BSE(#)		NSE(#)		CSE*	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April 2015	193.00	167.75	193.15	167.55	*	*
May 2015	171.90	150.15	171.50	150.00	*	*
June 2015	156.95	140.05	156.95	139.80	*	*
July 2015	156.75	136.35	156.60	136.15	*	*
August 2015	168.70	143.60	168.60	143.70	*	*

Month	BSE(#)		NSE(#)		CSE*	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
September 2015	164.40	142.95	164.95	142.40	*	*
October 2015	165.10	148.70	165.50	148.50	*	*
November 2015	154.25	138.50	154.45	138.75	*	*
December 2015	148.95	135.40	148.95	135.50	*	*
January 2016	148.45	116.00	148.50	116.00	*	*
February 2016	138.45	116.60	133.85	116.50	*	*
March 2016	142.50	126.90	142.50	126.60	*	*

(#) Source BSE and NSE web-site

* No trading on the exchange

8. Performance of Exide Share Price in comparison to BSE SENSEX



9. Registrar and Transfer Agent

The Company has engaged the services of C B Management Services (P) Ltd, P-22 Bondel Road, Kolkata- 700 019, a SEBI registered body as its Registrar and Share Transfer Agent for processing transfers, sub-division, consolidation, etc. Since trading in Company's shares can now be done only in the dematerialised form, request for demat and remat should be sent directly to the Registrar through concerned depository participants. The Company has made arrangements for dematerialisation of its share currently held in physical form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

10. Share Transfer System

As stated above, the Company's shares are compulsorily traded in demat mode on the Stock Exchanges,. The shareholders are therefore requested to kindly note that physical documents, viz. Demat Request Forms (DRF) and Share Certificates, etc. should be sent by their Depository Participants (DP's) directly to the Share Transfer Agents. Any delay on the part of the DP's to send the DRF and the Share Certificates beyond 15 days from the date of generation of the DRN by the DP will be rejected/cancelled. This is being done to ensure that no demat requests remain pending with the Share Transfer Agent beyond a period of 15 days. Shareholders should, therefore, ensure that their DP's do not delay in sending the DRF and Share Certificates to the Share Transfer Agent after generating the DRN.

Request for transfer of shares held in physical form can be lodged with C B Management Services (P) Ltd. Share transfer processed and share certificate duly endorsed are issued within 30 days of the date of lodgement subject to documents being valid and complete in all respects. The Share Transfer Committee meets at least once in a fortnight. During the year 2015-16, the Committee met 27 times. The decisions of the Committee are placed at the next Board Meeting. The Company obtains from a Company Secretary in practice, a half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (erstwhile Clause 47(c) of Listing Agreement) and files a copy of the said certificate with Stock Exchanges.

11. Nomination Facility

Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital &

Debentures) Rules, 2014, nomination facility is available to the shareholders. This facility is mainly useful for shareholders holding the shares in single name. In cases where the shares are held in joint names, the nomination will be effective only in the event of death of all the joint holders.

Investors are advised to avail of this facility, especially those holding securities in single name, to avoid the expensive and long drawn process of transmission by law.

Investors holding shares in physical form may obtain nomination form (Form SH-13) from the Registrar and Share Transfer Agent of the Company. However, if the shares are held in dematerialised form, the nomination has to be intimated to your depository participants directly, as per the format prescribed by them.

12. Share Transfer Record

Month	No. of Transfer	No. of shares processed
April, 2015	4	4369
May, 2015	2	1762
June, 2015	4	15121
July, 2015	4	3082
August, 2015	2	2910
September, 2015	3	2900
October, 2015	2	5717
November, 2015	3	6472
December, 2015	1	160
January, 2016	1	10
February, 2016	3	2155
March, 2016	6	23908

13. Distribution of Shareholding as on 31.03.2016

Range	Shares		Shareholders	
	No. of shares of face value Re.1/- each	% of total shares	Total no. of holders	% of Total holders
1-5000	8337938	0.98	79260	82.29
5001-10000	4029638	0.47	5105	5.30
10001-20000	5604669	0.66	3747	3.89
20001-30000	5664636	0.67	2243	2.33
30001-40000	4482610	0.53	1261	1.31
40001-50000	5006528	0.59	1117	1.16
50001-100000	13739293	1.62	1936	2.01
100001 & above	803134688	94.48	1646	1.71
Total	850000000	100.00	96315	100.00

14. Shareholding pattern of the Company as on 31.03.2016

Category	No. of shares	% of total issued shares
Promoter Holding	390954666	45.99
Foreign Institutional Investors	128827777	15.16
Non Resident Individual	3455529	0.41
Mutual Funds	84525950	9.95
Financial Institutions, Insurance Companies & Banks	87566570	10.30
Public	93685702	11.02
Bodies Corporate	60464594	7.11
Directors & their relatives	519212	0.06
Total	850000000	100.00

National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The International Securities Identification Number (ISIN) allotted to our shares under the Depository system is INE302A01020.

As on March 31, 2016, 98.02% of the Company's total shares representing 83,31,45,030 shares are held in dematerialised form and 1.98% representing 1,68,54,970 shares are in physical form.

Category	Number		% to total equity
	Shareholders	Shares	
Demat Mode			
NSDL	63340	821738015	96.68
CDSL	25889	11407015	1.34
Total	89229	833145030	98.02
Physical Mode	7086	16854970	1.98
Grand Total	96315	850000000	100.00

15. Dematerialisation of Shares and Liquidity

Exide shares are tradable compulsorily in the electronic form. We have established connectivity with both depositories i.e.

16. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs, ADRs, Warrants or any other convertible instruments.

17. Cost Audit

Name of the Cost Auditor: Shome & Banerjee

Cost Accountants
5A, Nurulla Doctor Lane
(West Range)
2nd Floor, Kolkata – 700 017
Regn No.: 000001

Actual date of filing the

Cost Audit Report

for 2014-15

: September 16, 2015

18. Commodity Price risk or Foreign Exchange risk and Hedging activities

The same has already been explained under the heading 'Disclosures' in this report.

19. Plant Locations

State	Address
West Bengal	91 New Chord Road, Authpur, Shamnagar, 24 Parganas (N)- 743 128
West Bengal	Durgachak, Haldia, Dist Midnapore (E), West Bengal- 721 602
Haryana	Plot No. 179, Sector 3, HSIIDC Growth Centre, Bawal- 123 501
Maharashtra	D2, MIDC Industrial Estate, Chinchwad East, Pune- 411 019
Maharashtra	Plot No. T-17 MIDC Taloja Industrial Area, Taloja- 410 208
Maharashtra	E-5, MIDC, Nagapur Taluka, Ahmednagar- 414 111
Tamil Nadu	Chichurakanapalli, Sevaganapalli Panchayat, Hosur Taluk, Dist Krishnagiri -635 103
Uttarakhand	Khasra No. -275, Lakeshwari Industrial Area, Bhagwanpur, Roorkee, Dist-Haridwar – 247 661
Uttarakhand	Plot No. 31, Sector 8A, Integrated Industrial Estate, Ranipur, Haridwar – 249 403

20. Address for Correspondence

The Company's registered office is situated at Exide House, 59E, Chowringhee Road, Kolkata- 700 020.

All Shareholders' correspondence should be addressed to:

- (a) Share Department, Exide Industries Limited
Exide House, 59E Chowringhee Road,
Kolkata- 700 020.

Contact Person:

Mr. Jitendra Kumar,
Company Secretary and Compliance Officer,
Tel Nos. [033] 2283 2118/2150/2171
Fax No. [033] 2283 2642
Email: Jitendrak@exide.co.in

- (b) C B Management Services (P) Ltd.
P-22 Bondel Road, Kolkata- 700 019

Contact Person:

Mr. Amit Banerjee,
GM- Operations
Tel No.: [033] 4011 6700/4011 6725/4011 6729/4011 6742
Fax No.: [033] 4011 6739 Email: rta@cbmsl.com

- (c) For investor grievances shareholders may send an email to cosec@exide.co.in

Status as regards adoption/non adoption of discretionary requirements laid down in Part E of Schedule II of Regulation 27(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forming part of the Report on Corporate Governance

Particulars	Status
The Board A Non-Executive Chairperson may be entitled to maintain a Chairperson's office at the expense of the Company and also allowed reimbursement of expenses incurred in performance of his duties.	Not Adopted
Shareholders Rights A half-yearly declaration of financial performance including summary of the significant events in the last six months, may be sent to each household of shareholders.	Not Adopted
Modified opinion(s) in audit report Company may move towards a regime of financial statements with unmodified audit opinion	Adopted even before erstwhile Clause 49 became effective
Separate posts of Chairperson and CEO The Company may appoint separate persons to the post of Chairperson and Managing Director/CEO	Adopted
Reporting of Internal Auditor The Internal auditor may report directly to the Audit Committee	Not Adopted

Pursuant to Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Compliance Certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance by the Company is annexed.

Auditors' Certificate

To
The Members of Exide Industries Limited

We have examined the compliance of conditions of corporate governance by Exide Industries Limited, for the year ended on 31st March, 2016, as stipulated in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with stock exchanges.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **S.R.Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm registration number: 301003E

per **Kamal Agarwal**
Partner
Membership No. 058652

Place: Mumbai
Date: 27th April, 2016

Certification by Chief Executive Officer (CEO) & Chief Financial Officer (CFO)

The Board of Directors
Exide Industries Limited
Exide House
59E, Chowringhee Road
Kolkata – 700 020

We, P. K. Katakya, Managing Director & CEO and A. K. Mukherjee, Director-Finance & CFO of Exide Industries Limited certify to the Board in terms of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that we have reviewed the financial statement and cash flow statement of the Company for the financial year ended 31st March, 2016.

1. To the best of our knowledge and belief, we certify that:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations; and
 - c) there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
2. For the purposes of financial reporting, we accept the responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, and further state that there were no deficiencies in the design or operation of such internal controls.
3. We do further certify that there has been:
 - a) no significant changes in internal controls over financial reporting during the year;
 - b) no significant changes in accounting policies during the year; and
 - c) no instances of fraud, of which we are aware during the period.

Place: Mumbai
Date: April 27, 2016

P. K. Katakya
Managing Director & CEO

A. K. Mukherjee
Director-Finance & CFO

Annual Declaration under Regulation 34(3) read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

DECLARATION

As required under Regulation 34(3) read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all the Board members and senior executives of the Company have complied with Code of Ethics of the company for the year ended March 31, 2016.

Place: Kolkata
Date: April 18, 2016

P. K. Katakya
Managing Director & CEO

ANNEXURE - III

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

- 1. A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.**
Extracts of the CSR Policy is stated towards the end of this Report:

Weblink:

<http://www.exideindustries.com/corporate/about-us/our-policies>.

- 2. Composition of the CSR Committee:**

Mr. Bharat D Shah (Chairman)
Mr. Sudhir Chand (Member)
Mr. P. K. Katakya (Member)
Mr. Gautam Chatterjee (Member)

- 3. Average net profit of the Company for last three financial years:**

Average net profit: Rs. 74443 lakhs

- 4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above):**

The Company is required to spend Rs. 1489 lakhs towards CSR.

- 5. Details of CSR spend for the financial year:**

a. Total amount spent for the financial year:

Rs. 468 lakhs*

b. Amount unspent, if any:

Rs. 1021 lakhs (after considering the disbursed and committed amount)

*This includes the total amount committed and disbursed during the year, the details of which are explained below:

- During the year, Exide Industries Limited disbursed Rs. 452 lakhs across a broad spectrum of social sectors not confined by geographic area or demographic factors.
- Additionally, there are certain projects that required a slightly longer implementation timeframe for a sustainable and meaningful impact. An amount of Rs. 16 lakhs has been committed towards such projects, which will be disbursed during the year 2016-17.

Taken together, the total amount committed and disbursed during the year was Rs. 468 lakhs.

Manner in which the amount spent during the financial year 2015-16 is given below

							(Rs. in Lakhs)
SL.	CSR project or activity identified	Sector in which the project is covered	Projects or Programs (1) Local area or other (2) specify the state and district where projects and programme was undertaken	Amount outlay (Budget) project or program wise	Amount spent on the Projects or Programs Sub Heads: (1) Direct expenditure on projects or programs (2) overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through Implementing Agency
1	Rural Development	Clause x	States: Maharashtra, Haryana, Tamil Nadu Dist: Ahmednagar, Rewari, Krishnagiri	14.09	14.09	14.09	Direct

							(Rs. in Lakhs)
SL.	CSR project or activity identified	Sector in which the project is covered	Projects or Programs (1) Local area or other (2) specify the state and district where projects and programme was undertaken	Amount outlay (Budget) project or program wise	Amount spent on the Projects or Programs Sub Heads: (1) Direct expenditure on projects or programs (2) overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through Implementing Agency
2	Promoting / preventing health care	Clause i	States: Maharashtra, West Bengal, Haryana, Tamil Nadu, Dist: Ahmednagar, Raigad, North 24 Parganas, Rewari, Midnapore (East), Krishnagiri	8.11	8.11	8.11	Direct
3	Promoting / preventing health care	Clause i		100.00	100.00	100.00	Marrow Donor Registry (India)
4	Prime Minister's National Relief fund	Clause viii		100.00	100.00	100.00	Prime Minister's National Relief fund
5	Swach Bharat Kosh	Clause i		50.00	50.00	50.00	Swach Bharat Kosh
6	Sanitation	Clause i		120.83	120.83	120.83	Unicef
7	Sanitation	Clause i	States: Maharashtra, Haryana Ahmednagar, Rewari	7.39	7.39	7.39	Direct
9	Environmental Sustainability	Clause iv	States: Haryana, West Bengal, Tamil Nadu Dist.: Rewari, Midnapore (East), Kolkata, Krishnagiri	6.74	6.74	6.74	Direct
10	Employment enhancing vocational skills	Clause ii	States: Haryana, Maharashtra, West Bengal Dist.: Rewari, Raigad, Kolkata	5.68	5.68	5.68	Direct
11	Promotion of education incl. special education	Clause ii	States: Haryana, Maharashtra, Tamil Nadu, West Bengal, Dist. : Rewari, Pune, Raigad, Krishnagiri, Kolkata	35.25	35.25	35.25	Direct
12	Empowering Women	Clause iii	State : Tamil Nadu, Dist.: Krishnagiri	1.00	1.00	1.00	Direct
13	Eradicting hunger, poverty and malnutrition	Clause i	State: West Bengal, Dist.: Kolkata	3.00	3.00	3.00	Child In Need Institute (CINI)
				452.08	452.08	452.08	

Committed Funds during the FY 2015-16, but will be disbursed during 2016-17

							(Rs. in Lakhs)
SL.	CSR project or activity identified	Sector in which the project is covered	Projects or Programs (1) Local area or other (2) specify the state and district where projects and programe was undertaken	Amount outlay (Budget) project or program wise	Amount spent on the Projects or Programs Sub Heads: (1) Direct expenditure on projects or programs (2) overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through Implementing Agency
1	Making available safe drinking water	Clause i	States: West Bengal, North 24 Paraganas, Midnapore (East)	5.95	5.95	5.95	Direct
2	Promoting / preventing health care	Clause i	States: Haryana & West Bengal, Rewari, North 24 Paraganas	0.80	0.80	0.80	Direct
3	Promotion of education incl. special education	Clause ii	States: Haryana, Rewari	0.86	0.86	0.86	Direct
4	Rural Development	Clause X	States: West Bengal, North 24 Paraganas	4.00	4.00	4.00	Direct
5	Sanitation	Clause i	States: West Bengal, North 24 Paraganas	2.55	2.55	2.55	Direct
6	Employment enhancing vocational skills	Clause ii	States: West Bengal, North 24 Paraganas	2.14	2.14	2.14	Direct
Total Fund Committed				16.30	16.30	16.30	

6. The Company has explained the reasons for shortfall in CSR spending during the year under review in the Report of the Board of Directors.**7. Responsibility Statement**

The Responsibility Statement of the Corporate Social Responsibility (CSR) Committee of the Board of Directors of the Company is reproduced below:

The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and policy of the Company.

P. K. Katakya
Managing Director & CEO

Bharat D Shah
Chairman of the CSR Committee

EXTRACTS OF THE CSR POLICY
(Approved by the Board of Directors on February 24, 2015)

Our aim is to be one of the most respected companies in India delivering superior and sustainable value to all our customers, business partners, shareholders, employees and host communities.

The CSR initiatives focus on holistic development of host communities and create social, environmental and economic value to the society.

To pursue these objectives we will continue to:

- i Increasingly contribute to activities that are beneficial to the society and community at large.
- ii Chart out a mechanism for undertaking CSR activities.
- iii Engage with the Company's key stakeholders in matters related to CSR activities.
- iv Align the CSR activities undertaken by the Company with the applicable laws.

ANNEXURE - IV

Form No. MGT-9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2016
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i)	CIN	: L31402WB1947PLC014919
ii)	Registration Date	: January 31, 1947
iii)	Name of the Company	: Exide Industries Limited
iv)	Category/Sub-Category of the Company	: Public Company Limited by Shares
v)	Address of the Registered office and contact details	: Exide Industries Limited, Exide House, 59 E Chowringhee Road, Kolkata 700020 Tel: (033) 22832118/2150/2171 Fax: +913322832642 Email: exideindustrieslimited@exide.co.in Website: www.exideindustries.com
vi)	Whether listed company Yes/No	: Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any :	C B Management Seviles (P) Ltd. P-22, Bondel Road, Kolkata 700019, West Bengal, India Ph: +913340116700/6729 Fax: +913340116739 email: rta@cbmsl.com, Web-site: www.cbmsl.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ Service	% total turnover of the Company
1	Storage Battery	31401	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiaries/ Associate	% of shares held	Applicable Section
1	Chloride Power Systems & Solutions Ltd. Exide House, 59E Chowringhee Road, Kolkata 700 020	U29221WB1980PLC032796	Subsidiary	100%	Section 2(87)(ii)
2	Chloride Metals Ltd. Exide House, 59E Chowringhee Road, Kolkata 700 020	U34300WB1998PLC181003	Subsidiary	100%	Section 2(87)(ii)

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (CONTD.)

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiaries/ Associate	% of shares held	Applicable Section
3	Exide Life Insurance Company Ltd. 5th Floor, ING Vysya House, 22 M G Road, Bangalore 560 001	U66010KA2000PLC028273	Subsidiary	100%	Section 2(87)(ii)
4	Chloride International Ltd. Exide House, 59E Chowringhee Road, Kolkata 700 020	U31402WB1947PLC014918	Subsidiary	100%	Section 2(87)(ii)
5	Chloride Batteries S.E. Asia Pte. Ltd. 106 Neythal Road Singapore 628594	N.A.	Subsidiary	100%	Section 2(87)(ii)
6	Associated Battery Manufactures (Ceylon) Ltd. 481, T. B Jayah Mawatha Colombo 10	N.A.	Subsidiary	61.50%	Section 2(87)(ii)
7	Espex Batteries Ltd. Fairway House, Link Business Park, Street Mellons, Cardiff, South Glamorgan CF3 0LT	N.A.	Subsidiary	100%	Section 2(87)(ii)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAK UP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the Year (As on April 01, 2015)				No. of Shares held at the end of the Year (As on March 31, 2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian									
(a) Individual / HUF	-	-	-	-	-	-	-	-	-
(b) Central Govt	-	-	-	-	-	-	-	-	-
(c) State Govt(s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corporate	-	-	-	-	-	-	-	-	-
(e) Banks/FI	-	-	-	-	-	-	-	-	-
(f) Any Other...	-	-	-	-	-	-	-	-	-
Sub Total (A) (1)	-	-	-	-	-	-	-	-	-
(2) Foreign									
(a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
(b) Other - Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corporate	390,954,666	-	390,954,666	45.99	390,954,666	-	390,954,666	45.99	-
(d) Banks/ FI	-	-	-	-	-	-	-	-	-
(e) Any Other...	-	-	-	-	-	-	-	-	-
Sub - total (A) (2)	390,954,666	-	390,954,666	45.99	390,954,666	-	390,954,666	45.99	-
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	390,954,666	-	390,954,666	45.99	390,954,666	-	390,954,666	45.99	-

Category of Shareholders	No. of Shares held at the beginning of the year (As on April 01, 2015)				No. of Shares held at the end of the year (As on March 31, 2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. PUBLIC SHAREHOLDING (S)									
1. Institutions									
a) Mutual Funds	57,216,515	-	57,216,515	6.73	84,525,950	-	84,525,950	9.94	3.21
b) Banks/FI	601,908	370,763	972,671	0.11	1,122,738	369,983	1,492,721	0.18	0.06
c) Central Govt	-	-	-	-	-	-	-	-	-
d)State Govt	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	77,493,807	-	77,493,807	9.12	86,073,849	-	86,073,849	10.13	1.01
g) FIIs	148,980,912	6,760	148,987,672	17.53	90,785,348	6,760	90,792,108	10.68	(6.85)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	284,293,142	377,523	284,670,665	33.49	262,507,885	376,743	262,884,628	30.93	(2.56)
B2.Non- Institutions									
a) Bodies Corp.									
i) Indian	83,097,975	164,844	83,262,819	9.80	59,086,647	164,844	59,251,491	6.97	(2.82)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lac	55,605,070	15,713,614	71,318,684	8.39	56,031,246	15,167,464	71,198,710	8.38	(0.01)
ii) Individual shareholders holding nominal share capital in excess of Rs1 lac	12,122,223	684,079	12,806,302	1.51	16,998,189	684,079	17,682,268	2.08	0.57
c) Others (specify)									
NRI	3,062,617	331,814	3,394,431	0.40	3,016,729	353,060	3,369,789	0.40	0.00
Clearing Member	1,204,479	-	1,204,479	0.14	1,213,103	-	1,213,103	0.14	0.00
OCB	-	-	-	-	-	-	-	-	-
Trust	2,279,174	-	2,279,174	0.27	5,300,896	-	5,300,896	0.62	0.36
Foreign Portfolio Investor	-	-	-	-	38,035,669	-	38,035,669	4.47	4.47
Foreign National	-	85,740	85,740	0.01	-	85,740	85,740	0.01	0.00
Custodian of enemy property	-	23,040	23,040	0.00	-	23,040	23,040	0.00	0.00
Sub-total(B)(2)	157,371,538	17,003,131	174,374,669	20.51	179,682,479	16,478,227	196,160,706	23.08	2.56
Total Public Shareholding (B) = (B) (1)+ (B) (2)	441,664,680	17,380,654	459,045,334	54.01	442,190,364	16,854,970	459,045,334	54.01	0.00
Total (A) + (B)	832,619,346	17,380,654	850,000,000	100.00	833,145,030	16,854,970	850,000,000	100.00	0.00
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	832,619,346	17,380,654	850,000,000	100.00	833,145,030	16,854,970	850,000,000	100.00	0.00

(ii) Shareholding of Promoters

Sl. No.	Shareholding at the beginning of the year (As on 01.04.2015)				Shareholding at the end of the year (As on 31.03.2016)			
	Shareholder's Name	No of Shares	% of total shares of Company	% of shares Pledged/ encumbered to total shares	Shareholder's Name	No of Shares	% of total shares of Company	% of shares Pledged/ encumbered to total shares
1	Chloride Eastern Ltd.	390,954,666	45.99	NIL	Chloride Eastern Ltd.	390,954,666	45.99	NIL
	Total	390,954,666	45.99	NIL		390,954,666	45.99	NIL

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year (As on 01.04.2015)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Chloride Eastern Ltd.				
	At the beginning of the year	390,954,666	45.99	390,954,666	45.99
	Datewise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	There was no increase / decrease in Promoter Shareholding during the year		-	-
	At the End of the year (31.03.2016)	390,954,666	45.99	390,954,666	45.99

(iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRS)

Sl. No.	Name of the top 10 Shareholder of the Company (As on 31.03.2016)	Date of event	Buy / Sale	Shareholding at the beginning of the year (01.04.2015)		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Life Insurance Corporation of India*						
(a)	At the beginning of the year	01-04-2015	-	42,968,623	5.06	-	-
(b)	Changes during the year	10-04-2015	Sale	916,704	0.11	42,051,919	4.95
		10-04-2015	Sale	2,013	0.00	42,049,906	4.95
		17-04-2015	Sale	1,285,414	0.15	40,764,492	4.80
		24-04-2015	Sale	717,860	0.08	40,046,632	4.71
		31-07-2015	Buy	450,000	0.05	40,496,632	4.76
		07-08-2015	Buy	900,000	0.11	41,396,632	4.87
		30-09-2015	Sale	16,429	0.00	41,380,203	4.87
		11-12-2015	Buy	528,456	0.06	41,908,659	4.93
		18-12-2015	Buy	934,532	0.11	42,843,191	5.04
		25-12-2015	Buy	311,434	0.04	43,154,625	5.08
		31-12-2015	Buy	200,000	0.02	43,354,625	5.10
		08-01-2016	Buy	1,448,453	0.17	44,803,078	5.27
		12-02-2016	Buy	549,980	0.06	45,353,058	5.34
		19-02-2016	Buy	1,455,385	0.17	46,808,443	5.51
		26-02-2016	Buy	1,564,172	0.18	48,372,615	5.69
		04-03-2016	Buy	1,052,596	0.12	49,425,211	5.81
(c)	At the end of the year	31-03-2016	-	-	-	49,425,211	5.81

*Note : Upon receipt of declaration from Life Insurance Corporation of India (LIC), various schemes of LIC having common PAN have been clubbed

(iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRS) (Contd.)

Sl. No.	Name of the top 10 Shareholder of the Company (As on 31.03.2016)	Date of event	Buy / Sale	Shareholding at the beginning of the year (01.04.2015)		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
2	Hathway Investments Ltd						
(a)	At the beginning of the year	01-04-2015	-	36,752,730	4.32	36,752,730	4.32
(b)	Changes during the year			No changes during the year			
(c)	At the end of the year	31-03-2016	-	-	-	36,752,730	4.32
3	Nalanda India Equity Fund Limited						
(a)	At the beginning of the year	01-04-2015	-	30,267,261	3.56	30,267,261	3.56
(b)	Changes during the year			No changes during the year			
(c)	At the end of the year	31-03-2016	-	-	-	30,267,261	3.56
4	The New India Assurance Company Limited						
(a)	At the beginning of the year	01-04-2015	-	17,657,771	2.08	17,657,771	2.08
(b)	Changes during the year	05-06-2015	Buy	50,400	0.01	17,708,171	2.08
		12-06-2015	Buy	150,000	0.02	17,858,171	2.10
		19-06-2015	Buy	105,457	0.01	17,963,628	2.11
		26-06-2015	Buy	25,000	0.00	17,988,628	2.12
		03-07-2015	Buy	69,000	0.01	18,057,628	2.12
		10-07-2015	Buy	83,129	0.01	18,140,757	2.13
		17-07-2015	Buy	37,500	0.00	18,178,257	2.14
		24-07-2015	Buy	6,646	0.00	18,184,903	2.14
		31-07-2015	Buy	150,000	0.02	18,334,903	2.16
		07-08-2015	Buy	10,000	0.00	18,344,903	2.16
		28-08-2015	Buy	45,000	0.01	18,389,903	2.16
		04-09-2015	Buy	149,507	0.02	18,539,410	2.18
		11-09-2015	Buy	90,266	0.01	18,629,676	2.19
		18-09-2015	Buy	61,506	0.01	18,691,182	2.20
		25-09-2015	Buy	65,000	0.01	18,756,182	2.21
		30-09-2015	Buy	50,011	0.01	18,806,193	2.21
		02-10-2015	Buy	1,062	0.00	18,807,255	2.21
		06-11-2015	Buy	25,000	0.00	18,832,255	2.22
		13-11-2015	Buy	55,630	0.01	18,887,885	2.22
		20-11-2015	Buy	155,141	0.02	19,043,026	2.24
		27-11-2015	Buy	87,100	0.01	19,130,126	2.25
		04-12-2015	Buy	35,000	0.00	19,165,126	2.25
		11-12-2015	Buy	40,000	0.00	19,205,126	2.26
		18-12-2015	Buy	75,000	0.01	19,280,126	2.27
		25-12-2015	Buy	27,129	0.00	19,307,255	2.27
		22-01-2016	Buy	100,000	0.01	19,407,255	2.28
		29-01-2016	Buy	200,000	0.02	19,607,255	2.31
		05-02-2016	Buy	167,214	0.02	19,774,469	2.33
		12-02-2016	Buy	209,667	0.02	19,984,136	2.35
		19-02-2016	Buy	150,000	0.02	20,134,136	2.37
		26-02-2016	Buy	75,076	0.01	20,209,212	2.38
		04-03-2016	Buy	70,000	0.01	20,279,212	2.39
(c)	At the end of the year	31-03-2016	-	-	-	20,279,212	2.39

(iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRS) (Contd.)

Sl. No.	Name of the top 10 Shareholder of the Company (As on 31.03.2016)	Date of event	Buy / Sale	Shareholding at the beginning of the year (01.04.2015)		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
5	Government Pension Fund Global						
(a)	At the beginning of the year	01-04-2015	-	16,346,878	1.92	16,346,878	1.92
(b)	Changes during the year	17-04-2015	Buy	489,674	0.06	16,836,552	1.98
		24-04-2015	Buy	500,000	0.06	17,336,552	2.04
(c)	At the end of the year	31-03-2016	-	-	-	17,336,552	2.04
6	Nalanda India Fund Limited						
(a)	At the beginning of the year	01-04-2015	-	15,807,349	1.86	15,807,349	1.86
(b)	Changes during the year			No changes during the year			
(c)	At the end of the year	31-03-2016	-	-	-	15,807,349	1.86
7	HDFC Standard Life Insurance Company Limited						
(a)	At the beginning of the year	01-04-2015	-	12,970,423	1.53	12,970,423	1.53
(b)	Changes during the year	10-04-2015	Sale	214,353	0.03	12,756,070	1.50
		24-04-2015	Buy	14,000	0.00	12,770,070	1.50
		01-05-2015	Buy	11,000	0.00	12,781,070	1.50
		08-05-2015	Sale	4,303	0.00	12,776,767	1.50
		05-06-2015	Buy	396,640	0.05	13,173,407	1.55
		12-06-2015	Buy	193,484	0.02	13,366,891	1.57
		19-06-2015	Sale	1,907	0.00	13,364,984	1.57
		26-06-2015	Sale	1,267	0.00	13,363,717	1.57
		03-07-2015	Sale	8,855	0.00	13,354,862	1.57
		10-07-2015	Sale	2,133	0.00	13,352,729	1.57
		14-08-2015	Sale	6,552	0.00	13,346,177	1.57
		11-09-2015	Sale	32,600	0.00	13,313,577	1.57
		18-09-2015	Sale	1,118,732	0.13	12,194,845	1.43
		25-09-2015	Sale	75,000	0.01	12,119,845	1.43
		30-09-2015	Sale	11,859	0.00	12,107,986	1.42
		09-10-2015	Sale	51,864	0.01	12,056,122	1.42
		16-10-2015	Buy	160	0.00	12,056,282	1.42
		23-10-2015	Sale	72,446	0.01	11,983,836	1.41
		30-10-2015	Sale	49,950	0.01	11,933,886	1.40
		13-11-2015	Sale	16,443	0.00	11,917,443	1.40
		29-01-2016	Buy	100,000	0.01	12,017,443	1.41
		12-02-2016	Sale	386,900	0.05	11,630,543	1.37
		26-02-2016	Buy	49,905	0.01	11,680,448	1.37
		18-03-2016	Buy	234,673	0.03	11,915,121	1.40
		25-03-2016	Buy	200,000	0.02	12,115,121	1.43
		31-03-2016	Buy	172,318	0.02	12,287,439	1.45
(c)	At the end of the year	31-03-2016	-	-	-	12,287,439	1.45
8	Amansa Holdings Private Limited						
(a)	At the beginning of the year	01-04-2015	-	9,253,100	1.09	9,253,100	1.09
(b)	Changes during the year	01-05-2015	Buy	854,541	0.10	10,107,641	1.19
		08-05-2015	Buy	1,643,053	0.19	11,750,694	1.38
		15-05-2015	Buy	1,858,146	0.22	13,608,840	1.60
		29-05-2015	Sale	608,840	0.07	13,000,000	1.53
		05-06-2015	Buy	344,897	0.04	13,344,897	1.57
		12-06-2015	Buy	248,037	0.03	13,592,934	1.60
		19-06-2015	Buy	100,337	0.01	13,693,271	1.61

(iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRS) (Contd.)

Sl. No.	Name of the top 10 Shareholder of the Company (As on 31.03.2016)	Date of event	Buy / Sale	Shareholding at the beginning of the year (01.04.2015)		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
		30-06-2015	Sale	500,000	0.06	13,193,271	1.55
		07-08-2015	Buy	110,256	0.01	13,303,527	1.57
		28-08-2015	Buy	116,456	0.01	13,419,983	1.58
		04-09-2015	Buy	6,827	0.00	13,426,810	1.58
		11-09-2015	Buy	447,928	0.05	13,874,738	1.63
		18-09-2015	Buy	44,092	0.01	13,918,830	1.64
		25-09-2015	Buy	1,292,614	0.15	15,211,444	1.79
		04-12-2015	Sale	83,154	0.01	15,128,290	1.78
		11-12-2015	Sale	1,229,208	0.14	13,899,082	1.64
		08-01-2016	Sale	2,026,987	0.24	11,872,095	1.40
		15-01-2016	Sale	783,384	0.09	11,088,711	1.30
		22-01-2016	Sale	8,207,850	0.97	2,880,861	0.34
		29-01-2016	Sale	438,705	0.05	2,442,156	0.29
		29-01-2016	Sale	2,442,156	0.29	0	0.00
(c)	At the end of the year	31-03-2016	-	-	-	0	0.00
9	ICICI Prudential Discovery Fund						
(a)	At the beginning of the year	01-04-2015	-	8,994,782	1.06	8,994,782	1.06
(b)	Changes during the year	06-11-2015	Buy	500,000	0.06	9,494,782	1.12
		29-01-2016	Buy	2,000,000	0.24	11,494,782	1.35
		05-02-2016	Buy	1,111,254	0.13	12,606,036	1.48
(c)	At the end of the year	31-03-2016	-	-	-	12,606,036	1.48
10	General Insurance Corporation of India						
(a)	At the beginning of the year	01-04-2015	-	7,601,400	0.89	7,601,400	0.89
(b)	Changes during the year	22-05-2015	Buy	50,000	0.01	7,651,400	0.90
		29-05-2015	Buy	250,000	0.03	7,901,400	0.93
		05-06-2015	Buy	200,000	0.02	8,101,400	0.95
(c)	At the end of the year	31-03-2016	-	-	-	8,101,400	0.95
11	HDFC Trustee Company Ltd - A/C HDFC Mid Cap Opportunities Fund**						
(a)	At the beginning of the year	01-04-2015	-	8,100,000	0.95	8,100,000	0.95
(b)	Changes during the year				No changes during the year		
(c)	At the end of the year	31-03-2016	-	-	-	8,100,000	0.95

** Not in the list of Top 10 Shareholders as on 01/04/2015. The same has been reflected above since the shareholder was one of the top 10 shareholders as on 31/03/2016.

(v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	For Each of the Directors and KMP	Name of Directors / KMPs				
		P K Katakya	Subir Chakraborty	A K Mukherjee	Mona N Desai	Sudhir Chand
	At the beginning of the year	9,070	106	1,000	78,666	18,872
	Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	purchased 1000 shares on 12.02.2016	purchased 1000 shares on 05.02.2016	Nil	Nil	Nil
	At the end of the year	10,070	1,106	1,000	78,666	18,872

Note: None of the other Directors /Key Managerial Personnel hold any shares in the Company

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding /accrued but not due for payment

	Secured Loans excluding deposits (Rs.)	Unsecured Loans (Rs.)	Deposits (Rs.)	Total Indebtedness (Rs.)
Indebtedness at the beginning of the financial year (2015-16)				
i) Principal Amount	92,136,925	83,387,626	-	175,524,551
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	13,082	3,244	-	16,326
Total (i+ii+iii)	92,150,007	83,390,870	-	175,540,877
Change in Indebtedness during the financial year				
Addition				
i) Principal Amount	320,138,298	623,756,972	-	943,895,270
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	906,091	1,692,650	-	2,598,741
Total (i+ii+iii)	321,044,389	625,449,622	-	946,494,011
Reduction				
i) Principal Amount	94,385,937	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	94,385,937	-	-	-
Net Change	318,808,458	708,840,492	-	1,027,648,950
Indebtedness at the end of the financial year				
i) Principal Amount	317,889,286	707,144,598	-	1,025,033,884
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	919,173	1,695,894	-	2,615,067
Total (i+ii+iii)	318,808,459	708,840,492	-	1,027,648,951

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD / WTD/ Manager					(in Rs.) Total Amount
		P. K. Katakya	G Chatterjee	Nadeem Kazim	A. K. Mukherjee	Subir Chakraborty	
1	Gross salary						
(a)	Salary as per provisions contained in section 17(1) of Income-tax Act, 1961	18,733,000	18,850,000	7,405,200	10,309,200	7,560,200	62,857,600
(b)	Value of perquisites u/s 17(2) of Income-tax Act, 1961	1,925,512	1,442,687	1,502,110	1,345,452	758,449	6,974,210
(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-	-
2	Stock Option	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-
4	Commission	9,366,500	9,006,250	3,702,600	5,154,600	3,427,600	30,657,550
	- as % of profit	-	-	-	-	-	-
	- others, specify...	-	-	-	-	-	-
5	Others ,please specify (Retiral Benefits)	4,714,159	4,532,846	1,863,519	2,594,310	1,725,111	15,429,945
	Total (A) = (1+2+3+4+5)	34,739,171	33,831,783	14,473,429	19,403,562	13,471,360	115,919,305
	Ceiling as per the Act	Rs. 906,081,771/- (being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)					

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Director							Total Amount
		R. G. Kapadia	R. B. Raheja	Mona N Desai	Vijay Aggarwal	Sudhir Chand	Bharat D Shah	Nawshir H Mirza	
1	Independent Directors								
	Fee for attending board & committee meetings	375,000	-	500,000	500,000	500,000	225,000	200,000	2,300,000
	Commission(*)	5,000,000	-	750,000	-	750,000	2,500,000	2,250,000	11,250,000
	Others, please specify	-	-	-	-	-	-	-	-
	Total (1)	5,375,000	-	1,250,000	500,000	1,250,000	2,725,000	2,450,000	13,550,000
2	Other Non-Executive Directors								
	Fee for attending board & committee meetings	-	225,000	-	-	-	-	-	-
	Commission	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-
	Total (2)	-	225,000	-	-	-	-	-	225,000
	Total (B) = (1+2)	5,375,000	225,000	1,250,000	500,000	1,250,000	2,725,000	2,450,000	13,775,000
	Total Managerial Remuneration (A+B)								129,694,305
	Overall Ceiling as per the Act	Rs. 996,689,948/- (being 11% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)							

* Payment of Commission to Ms. Mona N Desai, Mr. Sudhir Chand and Mr. Nawshir H Mirza by way of commission is subject to the approval of the shareholders at the ensuing Annual General Meeting.

C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD

Sl. No.	Particulars of Remuneration	(in Rs.)	
		Jitendra Kumar	Total
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of Income-tax Act, 1961	3,973,704	3,973,704
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	210,111	210,111
	(c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	NA	NA
2	Stock Option	NA	NA
3	Sweat Equity	NA	NA
4	Commission	NA	NA
	- as % of profit	-	-
	- others, specify...	-	-
5	Others, please specify (Retiral Benefits)	635,940	635,940
	Total (C) = (1+2+3+4+5)	4,819,755	4,819,755

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give details)
A. Company Penalty Punishment Compounding					
B. Directors Penalty Punishment Compounding			NIL		
C. Other Officers In Default Penalty Punishment Compounding					

On behalf of Board of Directors

Place: Mumbai
Date: April 27, 2016

R. G. Kapadia
Chairman

ANNEXURE - V

Information as per Clause (m) of Sub-Section (3) of Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended March 31, 2016

A. CONSERVATION OF ENERGY

The Company accords great importance to conservation of energy. The Company has taken several steps towards this end through:-

- a. Close monitoring of consumption of electricity, LPG, diesel and water.
- b. Close monitoring of electricity consumption based on 'KWH/MT of Lead Consumed'.
- c. Optimisation of conservation of electricity, LPG, diesel and water by reducing process cycle time, process modification and also by equipment modification/replacement/retrofitting.
- d. Usage of renewable energy, viz. Solar and wind power.
- e. Achieving power factor standards nearing unity.

The specific initiatives taken during the financial year 2015-2016 are as follows:-

Chinchwad Plant

1. 0.5 MW additional electrical power sourced through open access since May 2015 resulting in saving of Rs. 46.30 lakhs.
2. Power factor maintained above 0.996 thereby got incentive of Rs. 41.48 lakhs.
3. Conversion of 6 grid casting machines from individual feed line to induction heated common feed line resulting in cost saving of Rs. 12 lakhs.
4. Conversion of electrically heated lead pots of 4 Grid casting machines to common PNG heated pot resulting in cost savings of Rs. 18 lakhs.
5. Installed Variable Frequency Drive (VFD) of dust collector fan motors at 4 locations across the plant in 2015 thus resulting in savings of Rs. 4.80 lakhs.

6. Shutdown schedule followed on weekly off day and on paid holidays for all heating zones resulting in savings of Rs. 28.50 lakhs.
7. Installation of four numbers of two tier grid ageing ovens for SLI GC.

Bawal Plant

1. Power factor maintained above 0.99 at Vendor Charging Plant resulting in a saving of Rs. 82 lac per annum.
2. Grid casting scrap conveyor automation done through which energy saved was 19500 KWH/Annum resulting in a saving of Rs. 1.56 lac per annum.
3. Master switch provided in Canteen and Offices through which energy saved was 3780 KWH/Annum resulting in a saving of Rs. 0.30 lac per annum.

Hosur Plant

1. Solar power plant implementation & energy generation which resulted in a saving of Rs. 178.24 lakhs.
2. Conversion of LED Lights at VRLA & Auto division, which resulted in a saving of Rs. 19.76 lakhs.
3. Energy savings in Utility (Compressor & Chiller) amounting to Rs. 69.38 lakhs.
4. Power Cost Savings through CPP & Third Party Purchase which amounted to Rs. 350.15 lakhs.
5. Energy savings through kaizen implementation for curing and drying ovens automation in VRLA & Auto plant, amounting to Rs. 7.67 lakhs.
6. Energy savings through kaizen implementation for cooling towers automation in VRLA & Auto plant, amounting to Rs. 3.48 lakhs.

Taloja Plant

1. Utilisation of Parter dust & fume extraction for plate brushing system resulted in saving of Rs. 2.65 lakhs.
2. Minimising the compressed air leakages at Auto Plant resulted in saving of Rs. 1.67 lakhs.
3. Installation of Variable Frequency Drive Panel for parter formation, motor cycle formation to save energy resulted in saving of Rs. 2.74 lakhs.
4. Replacement of water pumps at Auto Plant with Energy Efficient Water Pumps resulted in saving of Rs. 1.87 lakhs.
5. Installation of Lighting Energy Saver resulted in saving of Rs. 5.58 lakhs.
6. Installation of Maximum Demand Controller for controlling peak demands resulted in saving of Rs. 10.69 lakhs.
7. 100% use of recycled water for gardening and floor washing.

Shamnagar Plant

1. Installation of 100 hp VFD in Automotive Assly DE system blower resulting in energy saving of Rs. 5.00 lakhs.
2. Replacement of 125 nos. shop floor 250W HPMV lights with energy saving LED lights resulting in energy saving of Rs. 6.90 lakhs.

Haldia Plant

1. Introduction of LPG fired Lead pot melting system for higher capacity pots in place of electrical heating system to reduce electrical energy (KWH) consumption as well as overall power & fuel cost in conversion cost. Total savings: Rs.1.73 lakhs/month.
2. Installation & commissioning of additional 1 x 500 KVAR, 3 x 750 KVAR and 2 x 1000 KVAR APFC panels with capacitor banks and harmonic filters to maintain Power factor at 0.994 (avg.) & obtain maximum rebate in electricity bill.
3. Controlling of maximum demand throughout the billing cycle by alarm & tripping arrangement based on production volume to achieve maximum Load factor.

Ahmednagar Plant

1. Installed VFD for AHU blowers and casting wet scrubber resulted in saving of Rs. 24.98 lakhs.
2. Arrested air leakages in the compressed air network system which resulted in saving of Rs. 2.88 lakhs.
3. Reduced the unloading energy of the compressors by installing Variable frequency drive which resulted in saving of Rs. 6.85 lakhs.

The Capital investment made by the Company on energy conservation equipment during the Financial year ended March 31, 2016: Rs. 4.07 crores.

B. TECHNOLOGY ABSORPTION

I. Technology Absorption, Adaptation and Innovation

In order to maintain its leadership position, your Company is continuously focused on upgrading its product and manufacturing technology as well as acquire new and advanced technology to meet the emerging expectations of the customers. The R&D Department is actively involved in the development of new cutting-edge products together with developments in new materials as well as advanced manufacturing techniques. The activities are in full consonance of the company objective of offering the most advanced energy storage solutions at minimum cost. Your company also acquires state-of-the-art technologies through technical collaboration agreements with leading international battery manufacturers. The in-house R&D plays a major role in providing the interface between the company priorities and the adoption of the collaborators technology.

Up-gradation of the existing range of our products with help from our collaborators is a continuous process. This happens through visits, from either side, exchange of mail etc.

II. Benefits

Introduction of new products/processes has helped the Company to meet the emerging market needs and also maintain its technological leadership. Significant benefits have been derived by way of enhanced market penetration by meeting the specific requirements of international and domestic vehicle manufacturers and the highly quality conscious export markets.

III. Particulars of Imported Technology in the last 3 years

Technology Imported	Year of Import	Has Technology been absorbed	If not fully absorbed, reasons and future action plan
Automotive and VRLA Lead Acid Storage Batteries with Shin-Kobe Electric Machinery Co. Ltd., Japan for Shamnagar, Haldia, Chinchwad and Hosur Plants	Since 1994 – 95. Current arrangement is effective April 01, 2015 and is valid upto March 31, 2020	Agreement is for Technical Assistance for continuous improvements in manufacturing technology of different products and is in progress.	Since the technology is continuous the Agreement will be ongoing.
Valve Regulated Lead Acid Storage Batteries (VRLA) for Motorcycles with Furukawa Battery Co. Ltd, Japan for Bawal and Ahmednagar Plants	Since 9th March 2007. Current arrangement is effective from April 01, 2015 and is valid till March 31, 2020	Agreement is for Technical Assistance for continuous improvements in manufacturing technology of different products and is in progress	Since the technology is continuous, the Agreement will be ongoing.
Automotive Batteries with C21 Alloy with Furukawa Battery Co. Ltd, Japan for Taloja and Bawal Plants	Since 2010. Current arrangement is effective from December 01, 2015 and is valid till November 30, 2020	Agreement is for Technical Assistance for continuous improvements in manufacturing technology of different products and is in progress.	Since the technology is continuous, the Agreement will be ongoing.
Automotive Technical Assistance Agreement with Furukawa Battery Co. Ltd, Japan for Taloja and Bawal Plants	Since 1987-1988. Current arrangement is effective from December 01, 2015 and is valid till November 30, 2020.	Agreement is for Technical Assistance for continuous improvements in manufacturing technology of different products and is in progress.	Since the technology is continuous, the Agreement will be ongoing.
Automotive Batteries for Idling Stop System with Furukawa Battery Co. Ltd, Japan for Taloja and Bawal Plants	Since February 01, 2010. Current arrangement is effective from April 01, 2015 and is valid till March 31, 2020	Agreement is for Technical Assistance for continuous improvements in manufacturing technology of different products and is in progress.	Since the technology is continuous, the Agreement will be ongoing.
Lead acid batteries, used for automotive, industrial, motor cycle and other applications, with East Penn Manufacturing Co., USA.	January 15, 2012 valid upto January 14, 2017	In progress.	Still under development.
Special Conventional Batteries for Automotive applications with Shin-Kobe Electric Machinery Co. Ltd. Japan.	February 03, 2013 valid upto February 02, 2023	In progress.	Still under development.

IV. Expenditure on Research & Development

The capital and revenue expenditure on R & D were Rs. 2.09 crores and Rs. 14.64 crores respectively, aggregating to Rs. 16.73 crores.

Total R & D expenditure as percentage of Net Turnover: 0.25%

C. FOREIGN EXCHANGE – EARNINGS AND OUTGOINGS

Total Foreign Exchange used and earned:

Used : Rs. 735.43

Earned : Rs. 234.39

On behalf of the Board of Directors

Place: Mumbai
Date: April 27, 2016

R. G. Kapadia
Chairman

ANNEXURE - VI

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3) (Q) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

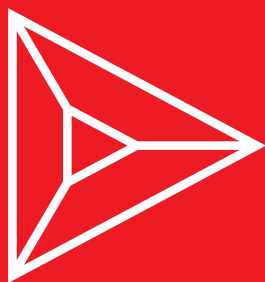
Requirements of Rule 5(1)	Details		
The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	Directors: Mr. P. K. Katakya : 39 x Mr. Gautam Chatterjee : 38 x Mr. A. K. Mukherjee : 21 x Mr. Nadeem Kazim : 15 x Mr. Subir Chakraborty : 14 x		
The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any in the financial year	Directors: Mr. P. K. Katakya : 10% Mr. Gautam Chatterjee : 10% Mr. A. K. Mukherjee : 10% Mr. Nadeem Kazim : 10% Mr. Subir Chakraborty : 10% Key Managerial Personnel: Mr. Jitendra Kumar : N/A		
The percentage increase in the median remuneration of employees in the financial year	10%		
The number of permanent employees on the rolls of company	5,299 employees as on 31.03.2016		
The explanation on the relationship between average increase in remuneration and company performance	Factors considered while recommending increase in fixed compensation: - Financial performance of the Company; - Industry Benchmarking and consideration towards cost of living adjustment / inflation; - Regulatory guidelines as applicable; - All forms of compensation (fixed and variable) to be consistent with risk alignment. Average increase in remuneration of all employees was 10.85% for the year 2015-16 which is based on above mentioned factors.		
Comparison of the remuneration of the Key Managerial Personnel against the performance of the company	The increase in remuneration of Directors and Key Managerial Personnel are in line with the increase in median employee's remuneration.		
Variations in the market capitalisation of the company, price earning ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;	As on 31.03.2015	As on 31.03.2016	% increase / (decrease)
	Share Price:		
	BSE:	177.70	139.65 (21.42)
	NSE:	177.75	139.35 (21.61)
	The Market capitalisation of the Company has decreased from Rs. 15,104.50 crores as of March 31, 2015 to Rs. 11,870.25 crores as of March 31, 2016. Over the same period, the price to earning ratio moved from 27.68x to 19.01x		

Requirements of Rule 5(1)	Details																
Average percentiles increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Average Salary increase of non-managerial employees is 9%																
Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company.	Average Salary increase of managerial employees is 10.85%																
	There are no exceptional circumstances in increase in managerial remuneration																
	The comparison of the remuneration of each of the Key Managerial Personnel against the performance of the Company is as under:																
	<table> <tr> <th>Directors:</th><th>% of Net Profit For FY 2015-16</th></tr> <tr> <td>Mr. P. K. Katakya</td><td>: 0.56%</td></tr> <tr> <td>Mr. Gautam Chatterjee</td><td>: 0.54%</td></tr> <tr> <td>Mr. A. K. Mukherjee</td><td>: 0.31%</td></tr> <tr> <td>Mr. Nadeem Kazim</td><td>: 0.23%</td></tr> <tr> <td>Mr. Subir Chakraborty</td><td>: 0.22%</td></tr> <tr> <td>Key Managerial Personnel:</td><td></td></tr> <tr> <td>Mr. Jitendra Kumar</td><td>: 0.08%</td></tr> </table>	Directors:	% of Net Profit For FY 2015-16	Mr. P. K. Katakya	: 0.56%	Mr. Gautam Chatterjee	: 0.54%	Mr. A. K. Mukherjee	: 0.31%	Mr. Nadeem Kazim	: 0.23%	Mr. Subir Chakraborty	: 0.22%	Key Managerial Personnel:		Mr. Jitendra Kumar	: 0.08%
Directors:	% of Net Profit For FY 2015-16																
Mr. P. K. Katakya	: 0.56%																
Mr. Gautam Chatterjee	: 0.54%																
Mr. A. K. Mukherjee	: 0.31%																
Mr. Nadeem Kazim	: 0.23%																
Mr. Subir Chakraborty	: 0.22%																
Key Managerial Personnel:																	
Mr. Jitendra Kumar	: 0.08%																
The key parameters for any variable component of remuneration availed by the directors.	The Directors and Key Managerial Personnel are entitled to variable component of remuneration by way of commission and performance incentive, based on certain performance criteria as laid down by the Nomination & Remuneration Committee of the Company. The individual's performance and overall Company's financial performance is also been considered while determining the said variable component.																
The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	No employee received remuneration higher than that of Managing / Joint Managing Director during the year.																
Affirmation that the remuneration is as per the remuneration policy of the company.	Remuneration paid during the year ended March 31, 2016 is as per the Remuneration Policy of the Company.																

For and on behalf of Board of Directors

Place: Mumbai
Date: April 27, 2016

R. G. Kapadia
Chairman



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Independent Auditor's Report

To the Members of Exide Industries Limited

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of Exide Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with

the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view, in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, its profit, and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.

Independent Auditor's Report

2. As required by section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2016, from being appointed as a director in terms of section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of

the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 10 and 37 to the financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E

per **Kamal Agarwal**

Partner

Membership Number: 58652

Place of Signature: Mumbai

Date: April 27, 2016

Annexure 1 referred to in paragraph 1 of the section on “Report on other legal and regulatory requirements” of our report of even date

To the Members of Exide Industries Limited

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets were physically verified by the management during the year in accordance with a planned programme of verifying all of them once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company except for following immovable properties aggregating net block of Rs. 7.21 Crore as at March 31, 2016, for which title deeds are not in the name of the Company:

(Rs. In Crore)			
Total Number of Properties	Net Block	Type of property	Gross block
3	Residential Apartments	0.05	0.01
1	Leasehold land	4.03	3.92
1	Freehold land	3.28	3.28
Total		7.36	7.21

- (ii) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured

or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.

- (iv) In our opinion and according to the information and explanations given to us, provisions of section 186 of the Companies Act 2013 in respect of investments made have been complied with by the company. There are no loans, guarantees, and securities granted in respect of which provisions of section 185 and 186 of the Companies Act, 2013 are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits from the public.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of company's products, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employee's state insurance, income-tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, customs duty, excise duty, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

Annexure 1 referred to in paragraph 1 of the section on “Report on other legal and regulatory requirements” of our report of even date

(c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, service tax, customs duty, excise duty, value added tax and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. in Crore)	Period to which the amount relates	Forum where dispute is pending
The Central Excise Act, 1944 and Service Tax	Determination of Assessable Value/Denial of Exemption Notification/Availment of Cenvat credit	4.83	1998-99 to 2014-15	Various Commissioner (Appeals)/Deputy Commissioner
		31.35	1996-97 to 2014-15	Various CESTAT
		0.12	1993-94	Supreme Court
	MRP based Assessment	69.72	2006-07 to 2009-10	CESTAT, Kolkata
The Central Sales Tax Act, 1956	Demand relating to Non submission of C forms and other documents	38.78	1997-98 to 2015-16	Various Appellate Authorities
Various State Sales Tax Act	Demand relating to non-submission of Local forms and other documents/	40.39	1996-97 to 2015-16	Various Appellate Authorities
	dispute related to VAT credit/dispute relating to classification of goods	0.19	2000-01 to 2008-09	Various High Courts
	Turnover Dispute	2.79	2005-06 to 2010-11	Various Appellate Authorities
The Income Tax Act, 1961	Disallowance of certain expenses	4.91	Assessment year 2007-08 and 2008-09	Income Tax Appellate Tribunal
		1.71	Assessment year - 2010-11	Commissioner of Income Tax (Appeals)
		0.38	Assessment year - 2012-13	Deputy Commissioner of Income tax

Out of the total dues against various Excise demands, stay was granted to the Company by the appellate authorities for dues amounting to Rs. 101.07 crores.

(viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to banks. The Company did not have any outstanding dues in respect of a financial institution or to government during the year and there were no outstanding debentures.

(ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not raised any money by way of initial public offer / further public offer / debt instruments and term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information

and explanations given by the management, we report that no fraud by the company or on the company by the officers and employees of the Company has been noticed or reported during the year.

- (xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the managerial remuneration paid / provided during the year is within the limits specified u/s 197 and no approvals u/s 197 read with Schedule V to the Companies Act, 2013 were required.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- (xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013, wherever applicable, and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet,

the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.

- (xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with them.
- (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E

per **Kamal Agarwal**

Partner

Membership Number: 58652

Place of Signature: Mumbai

Date: April 27, 2016

Annexure 2 to the Independent Auditor's Report of even date on the Standalone Financial Statements of Exide Industries Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

To the Members of Exide Industries Limited

We have audited the internal financial controls over financial reporting of Exide Industries Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Companies Act, 2013,

to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of

financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial

reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

EXPLANATORY PARAGRAPH

We also have audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act, the standalone financial statements of Exide Industries Limited, which comprise the Balance Sheet as at March 31, 2016, and the related Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, and our report dated 27th April, 2016, expressed an unqualified opinion thereon.

For S.R. Batliboi & Co. LLP

Chartered Accountants
ICAI Firm Registration Number: 301003E

per Kamal Agarwal

Partner
Membership Number: 58652

Place of Signature: Mumbai

Date: April 27, 2016

Balance Sheet

as at March 31, 2016

		(Rs. in Crores)	
Particulars	Note No.	March 31, 2016	March 31, 2015
I) EQUITY AND LIABILITIES			
1) SHAREHOLDERS' FUND			
a) Share Capital	2	85.00	85.00
b) Reserves & Surplus	3	4,349.07	3,969.59
		4,434.07	4,054.59
2) NON-CURRENT LIABILITIES			
a) Deferred tax liabilities (Net)	4	124.90	125.92
b) Other Long term liabilities	5	4.99	5.09
c) Long-term provisions	6	34.47	27.92
		164.36	158.93
3) CURRENT LIABILITIES			
a) Short-term borrowings	7	102.50	17.55
b) Trade payables			
Total outstanding dues of Micro and Small enterprises	8	3.32	3.50
Total outstanding dues of creditors other than Micro and Small enterprises	8	741.58	644.37
c) Other current liabilities	9	404.49	268.92
d) Short-term provisions	10	278.38	254.77
		1,530.27	1,189.11
Total		6,128.70	5,402.63
II) ASSETS			
1) NON-CURRENT ASSETS			
a) Fixed Assets			
i) Tangible assets	11	1,242.23	1,069.96
ii) Intangible assets	12	20.75	20.20
iii) Capital work-in-progress		185.81	100.17
b) Non-current investments	13	1,760.73	1,755.02
c) Long-term loans and advances	14	71.87	128.75
d) Other non-current assets	15	0.73	1.29
		3,282.12	3,075.39
2) CURRENT ASSETS			
a) Current investments	16	926.30	140.65
b) Inventories	17	1,133.50	1,522.76
c) Trade receivables	18	607.49	555.04
d) Cash and bank balances	19	73.83	29.82
e) Short-term loans and advances	20	105.46	78.97
		2,846.58	2,327.24
Total		6,128.70	5,402.63
Significant accounting policies	1		

The accompanying notes are an integral part of the financial statements
As per our report of even date.

S.R.Batliboi & Co. LLP

Registration Number: 301003E
Chartered Accountants

per **Kamal Agarwal**

Partner
Membership No. 58652
Mumbai, April 27, 2016

For and on behalf of the Board of Directors

J. Kumar
Secretary

P. K. Katakya
A. K. Mukherjee
Directors

Statement of Profit and Loss

for the year ended March 31, 2016

		(Rs. in Crores)	
Particulars	Note No.	2015-16	2014-15
INCOME:			
I) Revenue from operations (Gross)	21	7,727.35	7,646.75
Less: Excise Duty		918.17	781.21
Revenue from operations (Net)		6,809.18	6,865.54
II) Other income	22	56.15	32.01
III) Total Revenue		6,865.33	6,897.55
IV) EXPENSES:			
Cost of raw materials and components consumed	23	4,111.33	4,798.74
Purchase of traded goods		3.20	35.67
(Increase) / decrease in inventories of finished goods, work-in-progress and traded goods	24	252.01	(282.43)
Employee benefits expenses	25	474.73	416.78
Finance costs	26	0.30	1.67
Depreciation and amortisation expenses	27	160.15	139.52
Other expenses	28	957.34	989.11
Total expenses		5,959.06	6,099.06
V) Profit before tax		906.27	798.49
VI) Tax expenses:			
1. Current tax (net of reversal of excess provision of earlier years Rs. 2.96 crores (PY includes provision for earlier years Rs. 1.68 crores))		284.52	230.77
2. Deferred tax		(1.02)	21.85
		283.50	252.62
VII) Profit for the Year		622.77	545.87
Earnings per share - Basic and Diluted (Nominal value Re 1 per share (PY Re 1 per share))		7.33	6.42
Significant accounting policies	1		

The accompanying notes are an integral part of the financial statements
As per our report of even date.

S.R.Batliboi & Co. LLP

Registration Number: 301003E
Chartered Accountants

per **Kamal Agarwal**

Partner

Membership No. 58652

Mumbai, April 27, 2016

For and on behalf of the Board of Directors

J. Kumar
Secretary

P. K. Katakya
A. K. Mukherjee
Directors

Cash Flow Statement

for the year ended March 31, 2016

	(Rs. in Crores)	
	2015-2016	2014-2015
(A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before tax	906.27	798.49
Adjustment for :		
Depreciation and Amortisation	160.15	139.52
Profit on Fixed Assets sold	(0.19)	(0.21)
Loss on Fixed Assets sold / discarded	4.32	0.74
Dividend Income	(39.46)	(20.14)
Rent Income	(0.05)	-
Profit on Sale of Investments	(0.05)	-
Interest Expense	0.30	1.67
Interest Income	(2.16)	(2.35)
	122.86	119.23
Operating profit before working capital changes	1,029.13	917.72
(Increase) in Trade Receivables (net of provision)	(51.98)	(38.69)
(Increase) / decrease in Inventories	389.27	(337.19)
(Increase) in Loans & Advances	(17.06)	(24.49)
Increase in Current Liabilities	258.72	54.69
Cash generated from operations	1,608.08	572.04
Direct Taxes Paid (net of refunds)	(268.40)	(247.54)
Net Cash from operating activities	1,339.68	324.50
(B) CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(395.24)	(305.57)
Sale of Fixed Assets	0.48	0.57
Acquisition of Shares / units	(6.00)	(161.08)
Redemption of units	0.35	0.66
Purchase of Mutual Fund units	(1,376.81)	(802.43)
Sale of Mutual Fund units	596.81	1,032.43
Interest Received	0.57	0.48
Rent Received	0.04	-
Dividend received	33.81	21.90
Net Cash used in investing activities	(1,145.99)	(213.04)
(C) CASH FLOW FROM FINANCING ACTIVITIES :		
Repayment of Long Term Borrowings	-	-
Proceeds from Short term Borrowing (net)	84.95	17.55
Dividends Paid (including tax)	(234.59)	(217.99)
Interest Paid	(0.04)	(1.16)
Net Cash used in financing activities	(149.68)	(201.60)
Net Increase/(Decrease) in cash and cash equivalents	44.01	(90.14)
Cash and cash equivalents - Opening Balance #	29.82	119.96
Cash and cash equivalents - Closing Balance #	73.83 *	29.82

as disclosed in Note 19

* Includes Rs. 7.20 crores (PY Rs. 6.20 crores) lying in Unclaimed Dividend Account, being the amount available for restricted use.

The accompanying notes are an integral part of the financial statements

As per our report of even date.

S.R.Batliboi & Co. LLP

Registration Number: 301003E

Chartered Accountants

For and on behalf of the Board of Directors

per **Kamal Agarwal**

Partner

Membership No. 58652

Mumbai, April 27, 2016

J. Kumar

Secretary

P. K. Katakya

A. K. Mukherjee

Directors

Accounting Policies and Notes

to Financial Statements as at and for the year ended March 31, 2016

1 SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Preparation

The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention except for Land, Building, Plant and Machinery acquired on and before March 31, 1999, which are carried at revalued amounts.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

Starting from April 01, 2016, IND-AS Accounting Standards as prescribed by Ministry of Corporate Affairs have become applicable to the Company and the Accounting Policies would undergo necessary changes.

b. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

c. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Sale of Goods

Revenue from sale of goods including manufactured products is recognised upon passage of title to the

customers, in accordance with the Sale of Goods Act, 1930.

The Company collects Sales taxes and Value added Taxes (VAT) on behalf of the Government and therefore, these are not economic benefits flowing to the Company. Hence they are excluded from Revenue.

Customs Duty benefits in the form of advance license entitlements are recognised on export of goods and are set off from materials cost.

Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividends

Revenue is recognised when the shareholder's right to receive payment is established by the balance sheet date.

d. Fixed Assets

Fixed Assets are stated at cost (or revalued amounts, as the case may be) less accumulated depreciation and impairment losses, if any. Cost comprises of purchase price inclusive of duties (net of Cenvat), taxes, incidental expenses, erection/commissioning expenses, etc. upto the date the asset is ready for its intended use. In case of revaluation of fixed assets, the original cost as written up by the valuer, is considered in the accounts and the differential amount is transferred to revaluation reserve.

The Company identifies and determines cost of each component of the asset separately, if the component has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset. These components are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset.

The carrying amounts of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on external / internal factors. An impairment loss is recognised

Accounting Policies and Notes

to Financial Statements as at and for the year ended March 31, 2016

wherever the carrying amount of an asset exceeds its recoverable amount which represents the greater of the net selling price of assets and their 'Value in use'. The estimated future cash flows are discounted to their present value using pre tax discount rates and risks specific to the asset.

e. Investments

Investments that are readily realisable and intended to be held for not more than a year, from the date on which such investments are made, are classified as current investments. All other investments are classified as Long-Term investments. Current Investments are stated at lower of cost or fair value on individual investment basis. Long Term Investments are considered at cost, unless there is other than temporary decline in value thereof, in which case adequate provision is made for diminution in the value of Investments. Investments in foreign companies are carried at exchange rates prevailing on the date of their acquisition.

f. Depreciation and Amortisation

i) a) Depreciation on fixed assets is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management. The Company has used the following useful lives to provide depreciation on its fixed assets.

Particulars	Useful economic life (in years)
Factory building/ Other buildings	28.5/58.5
RCC Road/ Other than RCC Road	10/ 5
Plant and equipments	15
Electrical installations & equipments and lab equipments	10
Moulds	8.5
Furniture and fixtures	10
Office equipment	5
Vehicles	6
Computers	3 to 6 years

The useful life of Factory buildings, Other buildings, Moulds and Vehicles, as estimated

by the management, are lower than those indicated in Schedule II to the Companies Act, 2013.

- b) The Company has estimated the residual value of Plant & Machinery, Moulds and Computers to be 2% of the cost as against 5% specified in Schedule II of the Companies Act, 2013, based on past trends. For Buildings, Office equipments, Furniture & Fittings and Vehicles, residual value has been estimated at 5% of the cost.
- ii) Depreciation includes amount amortised on a straight-line basis in respect of leasehold properties over the respective lease period.
- iii) Depreciation on fixed assets added/disposed off during the year is provided on pro-rata basis with reference to the month of addition/disposal.
- iv) In case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

g. Intangible Assets

- i) Research costs are expensed as incurred. Development expenditure incurred on an individual project is capitalised when its future recoverability can reasonably be regarded as assured. Any expenditure capitalised is amortised over the period of expected future sales from the related project, not exceeding ten years.

The carrying value of development costs is reviewed for impairment annually when the asset is not yet in use or otherwise when events or changes in circumstances indicate that the carrying value may not be recoverable.

- ii) Acquired computer softwares and licenses are capitalised on the basis of costs incurred to bring the specific intangibles to their intended use. These costs are amortised on a straight-line pro rata basis over their estimated useful life of five years.

Accounting Policies and Notes

to Financial Statements as at and for the year ended March 31, 2016

- iii) Acquired Goodwill / Trademark is amortised on a straight-line pro rata basis over a period of five years. Goodwill is also tested for impairment every year, if there are any indicators for impairment.

h. Operating leases

Assets acquired under Operating Leases represent assets where the lessor effectively retains substantially all the risks and benefits of their ownership. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

i. Foreign Currency Transactions

(i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

(iii) Exchange Differences

Exchange differences arising on the settlement/conversion of monetary items, are recognised as income or expenses in the year in which they arise.

(iv) Forward Exchange Contracts

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the statement

of profit and loss in the year, in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the year.

j. Inventories

- i) Raw materials, components, stores and spares are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost, if the finished products, in which they will be incorporated, are expected to be sold at or above cost. Cost is determined on a weighted average basis.
- ii) Work-in-progress and finished goods are valued at lower of cost and net realisable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty. Cost is determined on a weighted average basis.
- iii) Traded goods are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.
- iv) Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion to make the sale.

k. Borrowing Costs

Borrowing costs attributable to the acquisition and/or construction of qualifying assets are capitalised as a part of the cost of such assets, upto the date when such assets are ready for their intended use. Other borrowing costs are charged to Statement of Profit and Loss.

l. Expenditure on New Projects and Substantial Expansion

Expenditure directly relating to expansion projects are capitalised. Administration and other general

Accounting Policies and Notes

to Financial Statements as at and for the year ended March 31, 2016

overhead expenses incurred during the year, which are specifically attributable to the expansion projects, are capitalised as part of the indirect project cost. Other indirect expenditure (including borrowing costs) incurred during the project period which are not related to the project nor are incidental thereto, are charged to Statement of Profit and Loss. Income earned during project period, if any, is deducted from the total of the indirect expenditure.

m. Excise Duty

Excise Duty is accounted for at the point of manufacture of goods and accordingly, is considered for valuation of finished goods stock lying in the factories and branches as on the balance sheet date.

n. Retirement and Other Employee Benefits

- i) Retirement Benefit in the form of Provident Fund is a defined contribution scheme and the contributions are charged to Statement of Profit and Loss of the year when the employee renders the service. There are no obligations other than the contribution payable to the respective trusts.
- ii) Gratuity and Post Retirement Medical Benefit liability are defined benefit obligations and are provided for on the basis of actuarial valuation made at the end of each financial year.
- iii) Long term compensated absences are provided for based on actuarial valuation made at the end of each financial year.
- iv) Pension liability is split into a defined benefit portion and a defined contribution portion as indicated in note no. 30. The contributions towards defined contribution are charged to Statement of Profit and Loss of the year when the employee renders the service. The defined benefit portion is provided for on the basis of actuarial valuation made at the end of each financial year.

- v) Actuarial gains/losses are immediately taken to Statement of Profit and Loss and are not deferred.

- vi) The current and non current bifurcation is done as per the Actuarial report.

o. Taxation

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes down the carrying amount of the deferred tax assets to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax assets can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

p. Earnings Per Share

Earnings per share is calculated by dividing the net profit or loss for the year attributable to equity

Accounting Policies and Notes

to Financial Statements as at and for the year ended March 31, 2016

shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

q. Provision

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions made in terms of Accounting Standard-29, are not discounted to its present value and are determined based on the management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

Provision for product related warranty/guarantee costs is based on the claims received upto the year end as well as the management estimates of further liability to be incurred in this regard during the warranty period, computed on the basis of past trend of such claims.

r. Segment Reporting

Based on the synergies, risks and returns associated with business operations and in terms of Accounting Standard-17, the Company is predominantly engaged in a single segment of storage batteries and allied products during the year. The analysis of geographical segments is based on the areas in which customers of the Company are located.

s. Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

t. Cash and Cash Equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

Notes

to Financial Statements as at and for the year ended March 31, 2016

2 SHARE CAPITAL

(Rs. in Crores)

	March 31, 2016	March 31, 2015
a) Authorised		
1,00,00,00,000 (PY: 1,00,00,00,000) Equity Shares of Re. 1 each	100.00	100.00
	100.00	100.00
b) Issued, subscribed & fully paid-up	85.00	85.00
85,00,00,000 (PY: 85,00,00,000) Equity Shares of Re. 1 each	85.00	85.00
There is no change in the number of shares in current year and last year.		
c) Terms / rights attached to equity shares		
The company has only one class of Equity Shares having a Par Value of Re. 1 per share. Each Holder of Equity Shares is entitled to one Vote per share. The company declares and pays dividends in Indian Rupee. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.		
In the event of Liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.		
During the year ended March 31, 2016, the amount of per share Dividend recognised as distributions to equity shareholders was Rs. 2.40 (PY Rs. 2.20 per share)		
d) Details of shareholders holding more than 5% shares in Company		
Name of Shareholder	Number of Shares	
Chloride Eastern Limited, UK holding 45.99% (PY 45.99%)	39,09,54,666	39,09,54,666
Life Insurance Corporation of India holding 5.82% (PY 4.85%)	4,94,25,211	4,11,84,383
As per records of the company, including its register of shareholders / members and other declaration received from shareholders, the above shareholding represents legal ownership of shares.		

3 RESERVES AND SURPLUS

(Rs. in Crores)

	March 31, 2016	March 31, 2015
a) Revaluation Reserve		
Balance as per Last Account	22.59	23.72
Less: Adjusted towards assets sold / discarded	0.11	0.27
Less: Depreciation on Revalued assets transferred to General reserves	0.84	0.86
Closing Balance	21.64	22.59
b) Securities Premium Account		
Balance as per Last Account	737.88	737.88
c) General Reserve		
Balance as per Last Account	1,098.46	1,080.01
Less : adjustment for change in useful life, net of deferred taxes (refer note below) #	-	2.41
Add : Transfer on account of depreciation on revalued assets	0.84	0.86
Add: Amount transferred from Statement of Profit and Loss	25.00	20.00
Closing Balance	1,124.30	1,098.46

Notes

to Financial Statements as at and for the year ended March 31, 2016

3 RESERVES AND SURPLUS

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
d) Contingency Reserve *		
Balance as per Last Account	25.00	25.00
e) Surplus in the Statement of Profit and Loss		
Balance as per last financial statements	2,085.66	1,779.86
Add: Profit for the year	622.77	545.87
Less: Appropriations		
Proposed final equity dividend (amount per share Re 0.80 (PY Re 0.70))	(68.00)	(59.50)
Tax on proposed equity dividend	(11.49)	(11.40)
Interim dividend (amount per share Rs. 1.60 (PY Rs. 1.50))	(136.00)	(127.50)
Tax on interim dividend	(27.69)	(21.67)
Transfer to General reserve	(25.00)	(20.00)
Total Appropriations	(268.18)	(240.07)
Net Surplus in Statement of Profit and Loss	2,440.25	2,085.66
	4,349.07	3,969.59

* The Contingency reserve is created to set aside funds for meeting contingencies and claims.

Effective from April 1, 2014, the Company has charged depreciation based on the revised remaining useful lives of the assets as per the requirement of Schedule II of the Companies Act, 2013. Further, as per the transitional provision provided in Note 7(b) of Schedule II, an amount of Rs. 2.41 crs (net of deferred tax of Rs. 1.00 cr) was adjusted with General Reserve in the previous year for the assets in respect of which the remaining useful life was NIL as on April 1, 2014.

4 DEFERRED TAX LIABILITY (NET)

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
a) Deferred tax liability:		
Arising out of timing difference in depreciable assets	117.82	110.17
Expenses claimed as deduction as per Income Tax Act, 1961, but not booked in current year	34.75	38.74
b) Deferred tax assets:		
On expenses allowable against taxable income in future years	20.56	14.61
Expenses disallowed in earlier assessments which are being contested	7.11	8.38
	124.90	125.92

5 OTHER LONG TERM LIABILITIES

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
a) Trade payables	3.35	2.56
b) Other payables - for Capital Goods	1.64	1.74
- for Expenses	-	0.79
	4.99	5.09

Trade payables represents retention money withheld and which are payable after more than 12 months from the Balance Sheet date.

Notes

to Financial Statements as at and for the year ended March 31, 2016

6 LONG TERM PROVISIONS

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Provision for employee benefits (refer note 30)		
Post retirement medical benefits	4.29	4.11
Gratuity	5.74	2.82
Pension	2.40	2.03
Leave benefits	22.04	18.96
	34.47	27.92

7 SHORT TERM BORROWINGS

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Secured		
Buyers' Credit	31.79	9.21
(The buyers' credit is repayable in 6 months and carries interest @ LIBOR + spread {ranging from 0.70% to 1%} and is secured by hypothecation of Stocks and book debts, both present and future)		
Unsecured		
Buyers' Credit	70.71	8.34
(The buyers' credit is repayable in 6 months and carries interest @ LIBOR + spread {ranging from 0.70% to 1%})		
	102.50	17.55

8 TRADE PAYABLES

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
a) Trade payable for goods & services		
Total outstanding dues of Micro and Small enterprises (refer note no 35)	3.32	3.50
Total outstanding dues of creditors other than Micro and Small enterprises	644.12	585.52
b) Acceptances	97.46	58.85
	744.90	647.87

9 OTHER CURRENT LIABILITIES

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
a) Interest accrued but not due on borrowings :	0.26	-
b) Unpaid dividends (to be credited to Investor Education and Protection Fund as and when due)	7.20	6.20
c) Other payables -		
For Capital Goods	38.25	43.09
Taxes and duties payable	48.19	31.70
Advances from customers	33.25	21.62
For Selling Expenses	195.45	107.55
For Other Expenses	81.89	58.76
	404.49	268.92

Notes

to Financial Statements as at and for the year ended March 31, 2016

10 SHORT-TERM PROVISIONS

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
a) Provision for employee benefits (refer note 30)		
Post retirement medical benefits	0.36	0.26
Leave benefits	2.96	1.47
b) Others		
Provision for Warranty Claims	163.39	155.92
Provision for litigations and tax disputes	31.98	26.22
Provision for proposed dividend	68.00	59.50
Provision for tax on proposed dividend	11.69	11.40
	278.38	254.77
Provisions for warranties		
A provision is recognised for expected warranty claims on products sold, based on past experience of the level of repairs and returns. The table below gives information about movement in warranty provision :		
Opening Balance	155.92	126.92
Add: Provision created during the year	167.46	190.91
Less: Batteries issued under warranties	159.99	161.91
Closing Balance	163.39	155.92
Provisions for litigations and tax disputes (refer notes below)		
The management has estimated the provisions for pending litigation, claims and demands relating to indirect taxes based on its assessment of probability for these demands crystallising against the company in due course :		
Opening Balance	26.22	18.95
Add: Provision created during the year	5.76	7.27
Closing Balance	31.98	26.22

- (a) There are other tax disputes / litigations amounting to Rs. 4.26 crores (PY Rs. 3.32 crores) against which the Company has also deposited money under protest and made provision there - against. Such deposits and provisions have been netted off in the financials.
- (b) There are also provisions against Income Tax claims amounting to Rs. 7.11 crores (PY Rs. 8.38 crores) which is included in Note 14 i (d), against which the Company has also created deferred tax assets as disclosed in Note 4.

Notes

to Financial Statements as at and for the year ended March 31, 2016

	Freehold land	Leasehold land	Buildings	Plant & machinery	Moulds	Office Equipment	Furniture & fittings	Vehicles	Computers	Total
(Rs. in Crores)										
Cost										
As at April 1, 2014	26.51	31.96	283.04	1,443.69	155.13	9.09	7.20	2.00	23.94	1,982.56
Additions	-	-	22.19	174.22	24.64	2.89	0.28	1.37	4.97	230.56
Disposals / deductions	-	-	1.03	18.32	3.45	0.12	0.35	0.81	0.72	24.80
As at March 31, 2015	26.51	31.96	304.20	1,599.59	176.32	11.86	7.13	2.56	28.19	2,188.32
Additions	-	4.04	57.52	217.49	51.30	2.32	0.57	0.59	2.64	336.47
Disposals / deductions / adjustment	-	-	3.66	28.46	1.04	0.08	0.18	0.14	0.67	34.23
As at March 31, 2016	26.51	36.00	358.06 (b)	1,788.62	226.58	14.10	7.52	3.01	30.16	2,490.56
Depreciation										
As at April 1, 2014	-	3.70	80.43	803.35	88.90	4.27	6.17	1.26	17.65	1,005.73
Charge for the year	-	0.45	9.02	104.20	14.34	1.60	0.16	0.30	2.60	132.67
Adjusted with General Reserves (Refer note 3)	-	-	-	2.25	-	0.96	0.12	-	0.08	3.41
Disposals / deductions	-	-	0.32	17.96	3.37	0.12	0.33	0.66	0.69	23.45
As at March 31, 2015	-	4.15	89.13	891.84	99.87	6.71	6.12	0.90	19.64	1,118.36
Charge for the year	-	0.56	9.66	120.25	16.52	1.75	0.12	0.38	3.08	152.32
Disposals / deductions	-	-	0.81	19.49	1.02	0.08	0.17	0.13	0.65	22.35
As at March 31, 2016	-	4.71	97.98	992.60	115.37	8.38	6.07	1.15	22.07	1,248.33
Net Block										
As at March 31, 2015	26.51	27.81	215.07	707.75	76.45	5.15	1.01	1.66	8.55	1,069.96
As at March 31, 2016	26.51	31.29	260.08	796.02	111.21	5.72	1.45	1.86	8.09	1,242.23

a. Conveyance / Lease deeds for certain immovable properties valued at Rs. 7.21 crores (PY Rs. 3.77 crores) are pending execution.

b. Includes Rs. 0.10 crores (PY Rs. 0.10 crores) being the cost of shares in Co-operative Housing Societies.

c. Land, Buildings and Plant & Machinery of the Company as on 31 March, 1991 and 1999 were revalued by the approved valuers and the surplus arising thereon, has been transferred to Revaluation Reserve.

d. Details of Overhead expenditure on New / Expansion Projects (Pending allocation and lying in Capital work-in-progress)

	As at March 31, 2016	As at March 31, 2015
(Rs. in Crores)		
Balance brought forward from previous year	0.60	-
Salaries, Wages & Bonus	0.75	0.44
Borrowing Cost	1.47	-
Travelling expenses	0.21	0.44
	3.03	0.88
Less : Allocated to Fixed Assets during the year *	0.87	0.28
	2.16	0.60

* Includes Rs 0.27 crores (PY Nil) towards borrowing cost.

Notes

to Financial Statements as at and for the year ended March 31, 2016

12 INTANGIBLE ASSETS

	(Rs. in Crores)			
	Goodwill	Trade Mark	Computer Software	Total
Cost				
As at April 1, 2014	12.13	1.57	18.19	31.89
Additions	-	2.63	3.23	5.86
As at March 31, 2015	12.13	4.20	21.42	37.75
Additions	-	-	8.38	8.38
As at March 31, 2016	12.13	4.20	29.80	46.13
Amortisation				
As at April 1, 2014	6.01	0.47	4.22	10.70
Charge for the year	2.22	0.62	4.01	6.85
As at March 31, 2015	8.23	1.09	8.23	17.55
Charge for the year	2.22	0.84	4.77	7.83
As at March 31, 2016	10.45	1.93	13.00	25.38
Net Block				
As at March 31, 2015	3.90	3.11	13.19	20.20
As at March 31, 2016	1.68	2.27	16.80	20.75

13 NON- CURRENT INVESTMENTS (valued at Cost unless stated otherwise)

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Trade (unquoted)		
Government Securities		
Government Securities (lodged as security deposits with various authorities)	0.01	0.01
Equity Shares, Fully Paid Up		
Shares in Subsidiary Companies		
Chloride International Limited (4,50,000 shares of Rs. 10 each (PY 4,50,000 Shares))	0.20	0.20
Chloride Power Systems & Solutions Limited (19,80,000 shares of Rs. 10 each (PY 19,80,000 Shares))	2.93	2.93
Chloride Metals Limited (4,23,80,952 shares of Rs. 10 each (PY 1,50,00,000 shares))	109.03	34.65
Chloride Alloys India Limited (Nil shares (PY 2,50,00,000 shares of Rs. 10 each)) {Refer note (iv) below}	-	74.37
Chloride Batteries S.E.Asia Pte. Limited (70,00,000 shares of Singapore \$ 1 each (PY 70,00,000 shares))	10.35	10.35
Espex Batteries Limited (1,02,000 shares of GBP 1 each (PY 1,02,000 shares))	0.78	0.78
Associated Battery Manufacturers (Ceylon) Ltd (38,96,640 shares of Sri Lankan Rupees 10 each (PY 38,96,640 shares))	7.31	7.31
Non Trade (unquoted)		
Equity Shares, Fully Paid Up		
In Subsidiary Company		
Exide Life Insurance Company Limited (1,75,00,00,000 shares of Rupees 10 each (PY 1,75,00,00,000 shares))	1,579.60	1,579.60

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13 NON- CURRENT INVESTMENTS (valued at Cost unless stated otherwise)

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Debentures, Fully Paid Up		
Woodlands Hospital and Medical Research Centre Ltd		
1/2% Debentures (20 debentures of Rs. 100 each (PY 20 debentures))	-^	-
5% Non-redeemable Registered Debentures (1 debenture of Rs. 6,000 each (PY 1 debenture))	-^	-
Others		
Faering Capital India Evolving Fund (2,37,753 units of Rs. 1,000 each (PY 1,80,716 units))	23.77	18.07
Haldia Integrated Development Agency Ltd (5,00,000 units of Rs. 10 each (PY 5,00,000 units))	0.50	0.50
Suryadev Alloys (2,500 shares of Rs. 10 each (PY 2,500 shares))	0.03	0.03
Non Trade (Quoted)		
Equity Shares, Fully Paid Up		
Hathway Cable and Datacom Limited (54,62,830 shares of Rs. 2 each (PY 54,62,830 shares of Rs. 2 each))	26.22	26.22
	1,760.73	1,755.02
(i) Aggregate value of unquoted investments -	1,734.51	1,728.80
(ii) Aggregate value of quoted investments (Market value Rs. 21.17 Cr (PY Rs. 26.80 Cr))	26.22	26.22
(iii) Diminution, based on the net worth as per the latest audited accounts of the relevant company, in the value of certain long term unquoted investments as on the Balance Sheet date, being temporary in nature, has not been provided for.		
(iv) During the year, Chloride Alloys India Limited has been merged with Chloride Metals Limited with effect from 1st April, 2015, both being wholly owned subsidiaries, pursuant to the scheme of Amalgamation approved by the Hon'ble High Court of Calcutta. Consequent to such merger, the Company has received 2,73,80,952 shares (allotted subsequent to Balance Sheet date) of Chloride Metals Limited in lieu of its holding of 2,50,00,000 shares in Chloride Alloys India Limited.		
(v) ^ Figures being less than Rs. 50,000 in each case, has not been disclosed.		

14 LONG-TERM LOANS AND ADVANCES

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
(i) Unsecured considered good		
a) Capital advances	19.33	61.70
b) Deposits - Others	12.35	9.60
c) Prepaid expenses	3.45	6.21
d) Advance Payment of Income Tax (net of Provisions)	36.66	51.07
e) Loans and advances to others	0.01	0.01
f) Loans to employees	0.07	0.16
(ii) Unsecured considered doubtful		
a) Advances recoverable in cash or kind	1.95	1.93
b) Balances with Customs, Sales Tax & Excise Authorities	3.08	2.13
	76.90	132.81
Less :- Provision for doubtful deposits and advances	5.03	4.06
	71.87	128.75

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to Financial Statements as at and for the year ended March 31, 2016

15 OTHER NON-CURRENT ASSETS

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Unsecured, Considered good unless stated otherwise		
a) Trade Receivables	0.73	1.29
	0.73	1.29

Represents portion of Trade Receivables which are recoverable after more than 12 months from the Balance Sheet date.

16 CURRENT INVESTMENTS

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Non Trade (Unquoted) (at lower of cost and fair value)		
UNITS OF MUTUAL FUND		
Kotak Banking & PSU Debt Fund - Daily Dividend Reinvestment NIL units of Rs. 10 (PY 50,15,316 units of Rs. 10)	-	5.03
Kotak Treasury Advantage Fund - Regular Plan Daily Dividend Reinvestment 3,99,46,872 units of Rs. 10 (PY NIL)	40.26	-
Franklin India Ultra Short Bond Fund Super Institutional Plan -Daily Dividend Reinvestment 4,99,64,369 units of Rs. 10 (PY 1,49,59,419 units of Rs. 10)	50.34	15.08
DSP Black Rock Ultra Short Term Fund -Regular Plan -Daily Dividend Reinvestment 21,04,18,045 units of Rs. 10 (PY 1,20,23,341 units of Rs. 10)	211.44	12.07
IDFC Ultra Short Term Fund -Daily Dividend Reinvestment - Regular Plan 6,52,84,247 units of Rs. 10 (PY 1,00,21,221 units of Rs. 10)	65.47	10.04
Birla Sunlife Savings Fund -Daily Dividend Reinvestment 65,22,351 units of Rs. 100 (PY 6,20,586 units of Rs. 100)	65.42	6.22
Birla Sunlife Cash Plus Fund -Institutional Plan -Daily Dividend Reinvestment NIL units of Rs. 100 (PY 1,68,386 units of Rs. 100)	-	1.82
Birla Sunlife Cash Plus Fund -Regular Plan Daily Dividend Reinvestment NIL units of Rs. 100 (PY 80 units of Rs. 100)	-	-
HDFC Floating Rate Income Fund -Short Term Plan Wholesale Option -Daily Dividend Reinvestment 7,99,16,941 units of Rs. 10 (PY 1,49,48,568 units of Rs. 10)	80.56	15.07
SBI SHF Ultra Short Term Fund -Regular Plan -Daily Dividend Reinvestment 2,00,295 units of Rs. 1,000 (PY 1,00,018 units of Rs. 1,000)	20.15	10.05
IDBI Ultra Short Term Fund -Regular Plan Daily Dividend Reinvestment 1,49,906 units of Rs. 1,000 (PY 49,938 units of Rs. 1,000)	15.13	5.03
TATA Floater Fund Regular Plan Daily Dividend Reinvestment 4,01,299 units of Rs. 1,000 (PY 50,123 units of Rs. 1,000)	40.27	5.03
India Bulls Ultra Short Term Fund - Existing Plan Daily Dividend Reinvestment 3,01,188 units of Rs. 1,000 (PY 1,50,370 units of Rs. 1,000)	30.20	15.07
Baroda Pioneer Treasury Advantage Fund Plan A - Daily Dividend Reinvestment 1,46,365 units of Rs. 1,000 (PY NIL units of Rs. 1,000)	15.04	-
Sundaram Ultra Short Term Fund -Regular Plan- Daily Dividend Reinvestment 50,17,127 units of Rs. 10 (PY 50,11,047 units of Rs. 10)	5.04	5.03
L&T Ultra Short Term Fund - Daily Dividend Reinvestment Plan 3,95,18,623 units of Rs. 10 (PY 49,47,291 units of Rs. 10)	40.26	5.03

Notes

to Financial Statements as at and for the year ended March 31, 2016

16 CURRENT INVESTMENTS

(Rs. in Crores)

	March 31, 2016	March 31, 2015
ICICI Prudential Flexible Income Fund - Daily Dividend Reinvestment 57,11,951 units of Rs. 100 (PY 47,56,643 units of Rs. 100)	60.40	5.03
UTI Treasury Advantage Fund -Institutional Plan- Daily Dividend Reinvestment 4,01,908 units of Rs. 1,000 (PY 49,884 units of Rs. 1,000)	40.28	5.00
Reliance Money Manager Fund - Daily Dividend Reinvestment LPID NIL units of Rs. 1,000 (PY 1,00,155 units of Rs. 1,000)	-	10.05
Reliance Medium Term Fund - Daily Dividend Reinvestment 1,47,28,726 units of Rs. 10 (PY NIL units of Rs. 10)	25.18	-
Religare Invesco Ultra Short Term Fund - Daily Dividend Reinvestment 1,00,612 units of Rs. 1,000 (PY NIL units of Rs. 1,000)	10.08	-
HSBC Ultra Short Term Bond Fund -Daily Dividend Reinvestment 50,23,463 units of Rs. 10 (PY NIL units of Rs. 10)	5.03	-
JM Money Manager Fund -Super Plus Plan - Daily Dividend Reinvestment 1,00,48,379 units of Rs. 10 (PY NIL units of Rs. 10)	10.08	-
Pramerica Ultra Short Term Bond Fund - Daily Dividend Reinvestment NIL units of Rs. 1,000 (PY 49,751 units of Rs. 1,000)	-	5.00
DHFL Pramerica Ultra Short Term Fund - Daily Dividend Reinvestment 2,50,72,015 units of Rs. 10 (PY NIL units of Rs. 10)	25.19	-
Escorts Liquid Plan - Daily Dividend Reinvestment 36,66,215 units of Rs. 10 (PY NIL units of Rs. 10)	5.03	-
LIC Nomura MF Savings Plus Fund -Short Term Plan - Daily Dividend Reinvestment 49,65,552 units of Rs. 10 (PY NIL units of Rs. 10)	5.04	-
Taurus Ultra Short Term Bond Fund Regulars Plan Super Institutional - Daily Dividend Reinvestment 1,00,563 units of Rs. 1,000 (PY NIL units of Rs. 1,000)	10.08	-
Canara Robeco Savings Plus Fund- Regular Plan - Daily Dividend Reinvestment 98,08,893 units of Rs. 10 (PY NIL units of Rs. 10)	10.07	-
Axis Treasury Advantage Fund - Daily Dividend Reinvestment 2,50,688 units of Rs. 1,000 (PY NIL units of Rs. 1,000)	25.16	-
BNP Paribas Money Plus Fund - Daily Dividend Reinvestment 1,00,35,427 units of Rs. 10 (PY NIL units of Rs. 10)	10.10	-
DSP Black Rock India Enhanced Equity Fund-Class B-3, 5,00,000 units at Rs. 100 (PY 5,00,000 units at Rs. 100)	5.00	5.00
	926.30	140.65
Aggregate value of unquoted investments	926.30	140.65

Notes

to Financial Statements as at and for the year ended March 31, 2016

17 INVENTORIES

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
(At Lower of cost and net realisable value)		
a) Stores, spare parts, loose tools etc	22.82	25.30
b) Raw materials and components [Including in transit/ lying in bonded warehouse Rs. 53.81 crores (PY Rs. 58.12 crores)]	277.36	412.13
c) Work-in-progress	386.10	460.32
d) Finished goods	363.95	510.46
Add Excise Duty	80.70	98.80
	444.65	609.26
e) Trading Goods	2.57	15.75
	1,133.50	1,522.76

18 TRADE RECEIVABLES (UNSECURED)

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
a) Outstanding for a period exceeding six months from the date they are due for payment		
Considered good	19.23	15.05
Doubtful	4.78	2.87
	24.01	17.92
Less :- Provision for doubtful debts	4.78	2.87
	19.23	15.05
b) Others		
Considered good	588.26	539.99
	588.26	539.99
Total	607.49	555.04

(Refer Note no 32 for Related Party disclosure)

19 CASH AND BANK BALANCE

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Cash and Cash Equivalents		
a) Balances with banks on		
Current / Cash Credit Account	66.40	23.37
b) Cash in hand	0.23	0.25
c) Unpaid Dividend Account	7.20	6.20
	73.83	29.82

Notes

to Financial Statements as at and for the year ended March 31, 2016

20 SHORT-TERM LOANS AND ADVANCES

(Rs. in Crores)

	March 31, 2016	March 31, 2015
(i) Unsecured considered good		
a) Advances recoverable in cash or kind	35.08	34.18
b) Prepaid expenses	7.51	6.95
c) Balances with Customs, Sales Tax & Excise Authorities	42.94	28.36
d) Deposits - Others	10.23	8.57
e) Loans to employees	0.10	0.22
f) Claims Receivable	9.60	0.69
(ii) Unsecured considered doubtful		
a) Claims Receivable	3.55	0.48
	109.01	79.45
Less :- Provision	3.55	0.48
	105.46	78.97

21 REVENUE FROM OPERATIONS

(Rs. in Crores)

	2015-16	2014-15
Sale of products		
Finished Goods	7,712.36	7,623.65
Traded Goods	14.99	23.10
	7,727.35	7,646.75
Less: Excise duty	918.17	781.21
	6,809.18	6,865.54

(i) Sales are net of price adjustments settled during the year by the Company and discounts, trade incentives, VAT, Sales Tax, etc.

(ii) Excise duty includes Rs. 38.24 crores (PY Rs. 35.37 crores) paid on batteries issued towards warranty claims.

Details of products sold

Finished goods

Storage batteries	7,604.17	7,497.39
Home UPS Systems	108.19	126.26
	7,712.36	7,623.65

Traded goods

Storage batteries	14.99	22.88
Home UPS Systems	-	0.22
	14.99	23.10

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to Financial Statements as at and for the year ended March 31, 2016

22. OTHER INCOME

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Interest Income on :		
Income Tax refunds	1.46	1.82
Others	0.70	0.53
Dividend Income on		
Long Term Trade Investments in subsidiaries	10.58	4.76
Current Non Trade investments	28.88	15.38
Gain on sale of fixed assets	0.19	0.21
Net foreign exchange Gain	4.61	-
Profit on Sale of Long term Non Trade Investments	0.05	-
Income from Service / Installation	3.20	3.49
Other operating income	6.48	5.82
	56.15	32.01

23. COST OF RAW MATERIALS AND COMPONENTS CONSUMED

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Opening Stock	412.13	360.46
Add: Purchases (including Processing charges, Procurement expenses, etc. and after adjusting Cenvat Credits)	3,976.56	4,850.41
	4,388.69	5,210.87
Less: Closing Stock	277.36	412.13
	4,111.33	4,798.74
Details of raw materials and components consumed		
Lead and Lead alloys	3,250.42	3,646.07
Others	860.91	1,152.67
	4,111.33	4,798.74

Materials consumed includes warranty costs Rs. 129.22 crs (PY Rs. 155.80 crs) and is net off export incentives Rs. 5.68 crs (PY Rs. 7.85 crs).

24 (INCREASE) / DECREASE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Opening Stock		
Work-in-progress	460.32	347.55
Finished goods	510.46	394.54
Traded Goods	15.75	1.02
	986.53	743.11
Closing Stock		
Work-in-progress	386.10	460.32
Finished goods	363.95	510.46
Traded Goods	2.57	15.75
	752.62	986.53

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to Financial Statements as at and for the year ended March 31, 2016

24 (INCREASE) / DECREASE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS

(Rs. in Crores)

	March 31, 2016	March 31, 2015
(Increase) / Decrease in Excise Duty on Finished Goods	18.10	(39.01)
	252.01	(282.43)
Details of purchase of Traded Goods		
Storage batteries	3.17	35.58
Home UPS Systems	0.03	0.09
	3.20	35.67
Details of inventory - work in progress		
Storage batteries	381.01	454.09
Home UPS Systems	5.09	6.23
	386.10	460.32
Details of inventory - Finished Goods		
Storage batteries	346.50	488.95
Home UPS Systems	17.45	21.51
	363.95	510.46
Details of inventory - Traded Goods		
Storage batteries	2.37	15.50
Home UPS Systems	0.20	0.25
	2.57	15.75

25. EMPLOYEE BENEFIT EXPENSES

(Rs. in Crores)

	March 31, 2016	March 31, 2015
Salaries and wages	388.33	336.64
Contribution to provident and other funds (Refer Note 30)	32.68	28.58
Staff welfare expenses	53.72	51.56
	474.73	416.78

26. FINANCE COSTS

(Rs. in Crores)

	March 31, 2016	March 31, 2015
Interest expenses	0.30	1.67
	0.30	1.67

27. DEPRECIATION AND AMORTISATION

(Rs. in Crores)

	March 31, 2016	March 31, 2015
Depreciation of tangible assets	152.32	132.67
Amortisation of intangible assets	7.83	6.85
	160.15	139.52

Notes

to Financial Statements as at and for the year ended March 31, 2016

28. OTHER EXPENSES

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Stores and spare parts consumed	57.40	61.37
Power and fuel	213.27	224.07
Battery Charging / Battery assembly expenses	106.43	126.24
Repairs and maintenance		
Buildings	8.21	10.96
Plant & machinery	20.68	22.56
Others	9.23	8.11
Rent & Hire Charges	24.85	23.09
Rates and taxes	2.92	2.43
Insurance	5.37	3.85
Commission	5.22	4.46
Royalty and Technical Aid Fees	31.21	26.41
Publicity and Sales Promotion	53.51	50.03
Freight & Forwarding (net)	196.51	211.57
Cash Discounts	59.08	63.51
After Sales Services	44.36	45.27
C & F Expenses	25.55	26.14
Travelling & Conveyance	30.46	27.14
Bank Charges	1.08	1.16
Communication Costs	5.60	6.23
Donations	0.03	0.21
Directors' Sitting Fees	0.17	0.09
Loss on Fixed assets sold/discarded	4.32	0.74
Auditors' Remuneration:		
As Auditors		
- For Statutory audit	0.49	0.40
- For Limited Reviews	0.29	0.27
- For Others	0.05	0.05
As Tax Auditors	0.07	0.07
Other Services	0.01	0.01
Out of pocket expenses	0.03	0.02
Net foreign exchange Loss	-	0.44
Miscellaneous expenses (refer Note 29)	50.94	42.21
	957.34	989.11

- i) The Company has a full-fledged Research and Development Center and it has thereby been able to considerably further its efficiency. During the year, a sum of Rs. 16.73 crs (PY Rs. 15.13 crs), including capital expenditure Rs. 2.09 crs (PY Rs. 2.62 crs), was spent on Research and Development work.
- ii) Stores and Spares consumed is exclusive of Rs. 0.47 crs (PY Rs. 0.27 crs) being the amounts allocated to other heads of expenses.
- iii) Rent and Hire charges include Rs. 23.35 crs (PY Rs. 20.60 crs) towards lease of residential apartments, Office premises and Godowns. These are cancellable leases, renewable by mutual agreement. The lease term is for various number of years and renewable for further periods as per the lease agreements at the option of the company. In lease agreements, escalation clauses are present; however there are no restrictions imposed by the lease arrangements. There are no sub-leases.

Notes

to Financial Statements as at and for the year ended March 31, 2016

29. MISCELLANEOUS EXPENSES

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Motor Vehicle Running Expenses	6.00	4.62
Consultancy & Services outsourced	16.25	11.86
Security Service Charges	8.62	7.95
General Expenses	0.81	0.71
Legal Expenses	2.63	3.03
Printing & Stationery	5.40	5.29
TQM Expenses	0.84	0.42
CSR Expenses	4.68	3.58
Pollution Control Expenses	3.51	3.14
Testing Charges	0.95	0.61
Liquidated Damages	0.03	-
Battery Erection / Installation Costs	1.22	1.00
	50.94	42.21

30. GRATUITY AND OTHER POST EMPLOYMENT BENEFIT PLANS

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972. The scheme is funded with an insurance company.

The Company provides certain post-retirement medical benefits (PRMB) to the employees qualifying for such benefits under the scheme upto 31 March, 2006, and accordingly the number of beneficiaries is frozen on that date. This benefit is unfunded.

The Company has a Pension plan, a part of the liability whereof upto 31 March, 2003, for employees as on that date, is in the nature of a defined benefit plan. From 1 April, 2003 onwards, pension remains as a defined contribution liability which is funded annually with an insurance company.

The Company also extends benefit of compensated absences to the employees, whereby they are eligible to carry forward their entitlement of earned leave for encashment upon retirement/separation. This is an unfunded plan.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the Post - retirement benefit plans.

Notes

to Financial Statements as at and for the year ended March 31, 2016

30. GRATUITY AND OTHER POST EMPLOYMENT BENEFIT PLANS (CONTD.)

		(Rs. in Crores)					
		For the year ended March 31, 2016			For the year ended March 31, 2015		
		Gratuity	Pension Plan (Benefit)	PRMB	Gratuity	Pension Plan (Benefit)	PRMB
I	Expenses recognised in the statement of Profit & Loss						
1	Current / Past Service Cost	4.69	-	0.10	3.97	-	0.08
2	Interest Cost	5.05	0.43	0.34	4.76	0.49	0.32
3	Expected Return on plan assets	5.83	0.27	-	5.22	0.34	-
4	Actuarial (Gains) / Losses	7.81	(0.21)	0.10	6.50	(0.04)	0.45
5	Total Expense	11.72	(0.05)	0.54	10.01	0.11	0.85
II	Net Asset / (Liability) recognised in the Balance Sheet						
1	Present Value of Defined Benefit Obligation	77.59	5.42	4.65	66.29	5.77	4.37
2	Fair Value of Plan Assets	71.85	3.02	-	63.47	3.74	-
3	Net Asset / (Liability)	(5.74)	(2.40)	(4.65)	(2.82)	(2.03)	(4.37)
III	Change in Obligation during the year						
1	Present Value of Defined Benefit Obligation at the beginning of the year	66.29	5.77	4.37	56.74	5.82	3.70
2	Current Service Cost / Plan amendments	4.69	-	0.10	3.97	-	0.08
3	Interest Cost	5.05	0.43	0.34	4.76	0.49	0.32
4	Benefits Paid	6.22	0.68	0.26	4.63	0.41	0.18
5	Actuarial (Gains) / Losses	7.78	(0.10)	0.10	5.45	(0.13)	0.45
6	Present Value of Defined Benefit Obligation at the end of the year	77.59	5.42	4.65	66.29	5.77	4.37
IV	Change in the Fair Value of Plan Assets during the year						
1	Plan assets at the beginning of the year	63.47	3.74	-	56.62	4.47	-
2	Expected return on plan assets	5.83	0.27	-	5.22	0.34	-
3	Contribution by employer	8.80	(0.42)	-	7.32	(0.57)	0.18
4	Actual Benefits Paid	6.22	0.68	-	4.63	0.41	0.18
5	Actuarial Gains / (Losses)	(0.03)	0.11	-	(1.05)	(0.09)	-
6	Plan assets at the end of the year	71.85	3.02	-	63.47	3.74	-
7	Actual return on Plan Assets	5.80	0.38	-	4.16	0.25	-
V	In 2016-17 the Company expects to contribute Rs. 5.00 crores (PY Rs. 6.00 crores) to gratuity and Rs. 3.75 crores (PY Rs. 3.50 crores) to Pension.						
VI	The major categories of plan assets as a percentage of the fair value of total plan assets						
	Investments with insurer	100%	100%	-	100%	100%	-
VII	Actuarial Assumptions						
1	Discount Rate	7.50% p.a (PY 8.00%)					
2	Expected rate of return on plan assets	9.00% p a (PY 9.00%)					
3	Mortality pre retirement	Indian Assured Lives Mortality (2006-08) (modified) Ult.					
4	Mortality post retirement	LIC (1996-98) Ultimate					
5	Employee Turnover Rate	2.00% (PY 2.00%)					

Notes

to Financial Statements as at and for the year ended March 31, 2016

30. GRATUITY AND OTHER POST EMPLOYMENT BENEFIT PLANS (CONTD.)

VIII Healthcare cost trend rates have no effect on the amounts recognised in the statement of profit and loss, since the benefit is in the form of a fixed amount as per the various grades, which is not subject to change.

IX The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

X Contribution to Provident and Other Funds includes Rs. 20.96 crores (PY Rs. 18.82 crores) paid towards Defined Contribution Plans

(Rs. in Crores)						
XI	Amounts for the current and previous four periods are as follows :	Year ended March 16	Year ended March 15	Year ended March 14	Year ended March 13	Year ended March 12
1	Gratuity					
	Defined Benefit Obligation	77.59	66.29	56.74	56.78	48.72
	Plan Assets	71.85	63.47	56.62	55.14	49.68
	Surplus / (deficit)	(5.74)	(2.82)	(0.12)	(1.64)	0.96
	Experience Gain / (loss) adjustments on plan liabilities	(5.06)	(2.10)	(1.34)	(3.07)	(0.57)
	Experience Gain / (loss) adjustments on plan assets	(0.02)	(1.05)	0.28	(0.11)	0.09
2	Pension					
	Defined Benefit Obligation	5.42	5.77	5.82	7.26	7.25
	Plan Assets	3.02	3.74	4.47	6.13	8.65
	Surplus / (deficit)	(2.40)	(2.03)	(1.35)	(1.13)	1.40
	Experience Gain / (loss) adjustments on plan liabilities	0.17	0.26	0.54	0.49	0.19
	Experience Gain / (loss) adjustments on plan assets	0.11	(0.09)	0.12	0.01	0.07
3	Post Retirement Medical Benefit					
	Defined Benefit Obligation	4.65	4.37	3.70	3.61	3.51
	Experience Gain / (loss) adjustments on plan liabilities	0.08	(0.20)	(0.06)	0.21	0.16

31. SEGMENT REPORTING

As the Company's business activity falls within a single primary business segment, viz "Storage Batteries and allied products", no separate segment information is disclosed. Secondary information is reported geographically.

Geographical Segments

The Company primarily operates in India and therefore the analysis of geographical segment is demarcated into its Indian and Overseas operations as under:

(Rs. in Crores)			
Year ended March 31, 2016			
	India	Overseas	Total
Revenue (Gross Sale)	7,341.62	385.73	7,727.35
Carrying Amount :			
Segment Assets	3,315.12	89.89	3,405.01
Capital Expenditure :			
Tangible assets	422.11	-	422.11
Intangible assets	8.38	-	8.38

Notes

to Financial Statements as at and for the year ended March 31, 2016

Geographical Segments (Contd.)

	(Rs. in Crores)		
	Year ended March 31, 2015		
	India	Overseas	Total
Revenue (Gross Sale)	7,245.55	401.20	7,646.75
Carrying Amount :			
Segment Assets	3,401.27	54.62	3,455.89
Capital Expenditure :			
Tangible assets	279.76	-	279.76
Intangible assets	5.86	-	5.86

32. RELATED PARTY DISCLOSURE

i) Particulars of related parties :

- | | |
|---|--|
| 1. Subsidiaries | <p>Chloride Batteries S.E. Asia Pte. Limited, Singapore (CBSEA)</p> <p>Chloride International Limited (CIL)</p> <p>Chloride Power Systems & Solutions Limited (CPSSL)</p> <p>Espex Batteries Limited, UK (Espex)</p> <p>Associated Battery Manufacturers (Ceylon) Ltd, Sri Lanka (ABML)</p> <p>Chloride Metals Limited (CML)</p> <p>Chloride Alloys India Limited (CAIL) {wholly owned subsidiary till March 31, 2015. Refer Note 13 (iv)}</p> <p>Exide Life Insurance Company Limited (ELI)</p> |
| 2. Enterprise / Individuals having a direct or indirect control over the Company | <p>Chloride Eastern Limited, UK. (CEL)</p> <p>Chloride Eastern Industries Pte Limited, Singapore (CEIL)</p> <p>LIEC Holdings SA, Switzerland</p> <p>Mr. S. B. Raheja</p> |
| 3. Key Management Personnel
(As on March 31, 2016) | <p>Mr. P. K. Katakya, Whole Time Director</p> <p>Mr. G Chatterjee, Whole Time Director</p> <p>Mr. A. K. Mukherjee, Whole Time Director</p> <p>Mr. Nadeem Kazim, Whole Time Director</p> <p>Mr. Subir Chakraborty, Whole Time Director</p> <p>Mr. Jitendra Kumar, Company Secretary (w.e.f. 30th April, 2015)</p> <p>Mr. Supriya Coomer, Company Secretary (till 31st March, 2015)</p> |
| 4. Name of the Companies / firms in which Directors / Key Management Personnel have significant influence with whom transactions have happened during the year. | <p>Shalini Construction Company Private Limited</p> <p>Peninsula Estates Private Limited</p> <p>Raheja QBE General Insurance Company Limited</p> |

Notes

to Financial Statements as at and for the year ended March 31, 2016

32. RELATED PARTY DISCLOSURE: (CONTD.)

ii) Details of transactions entered into with the related parties :

(Rs. in Crores)

	Subsidiaries		Enterprise/Individuals having direct or indirect control		Companies / firms in which Directors / Key Management Personnel have significant influence		Key Management Personnel	Total	
	Transaction Value	Balance Outstanding as on March 31, 2016	Transaction Value	Balance Outstanding as on March 31, 2016	Transaction Value	Balance Outstanding as on March 31, 2016	Transaction Value	Transaction Value	Balance Outstanding as on March 31, 2016
Purchases of goods - A B M L	0.34	-	-	-	-	-	-	0.34	-
	(0.12)	-	-	-	-	-	-	(0.12)	-
- Chloride Metals	1,159.46	66.90	-	-	-	-	-	1,159.46	66.90
	(617.08)	(6.33)	-	-	-	-	-	(617.08)	(6.33)
- Chloride Alloys	-	-	-	-	-	-	-	-	-
	(744.58)	(33.19)	-	-	-	-	-	(744.58)	(33.19)
- Espex	-	-	-	-	-	-	-	-	-
	(0.01)	-	-	-	-	-	-	(0.01)	-
- CPSSL	4.76	0.33	-	-	-	-	-	4.76	0.33
	(8.04)	(0.16)	-	-	-	-	-	(8.04)	(0.16)
- Total	1,164.56	67.23	-	-	-	-	-	1,164.56	67.23
	(1,369.83)	(39.68)	-	-	-	-	-	(1,369.83)	(39.68)
Sale of goods - ABML	0.01	-	-	-	-	-	-	0.01	-
	-	-	-	-	-	-	-	-	-
- CBSEA	34.17	11.49	-	-	-	-	-	34.17	11.49
	(56.94)	(13.89)	-	-	-	-	-	(56.94)	(13.89)
- CPSSL	20.84	6.79	-	-	-	-	-	20.84	6.79
	(32.48)	(10.23)	-	-	-	-	-	(32.48)	(10.23)
- Espex	33.89	11.99	-	-	-	-	-	33.89	11.99
	(27.90)	(11.06)	-	-	-	-	-	(27.90)	(11.06)
- Chloride Metals	195.92	-	-	-	-	-	-	195.92	-
	(136.42)	-	-	-	-	-	-	(136.42)	-
- Chloride Alloys	-	-	-	-	-	-	-	-	-
	(85.17)	-	-	-	-	-	-	(85.17)	-
- Total	284.83	30.27	-	-	-	-	-	284.83	30.27
	(338.91)	(35.18)	-	-	-	-	-	(338.91)	(35.18)
Cost of management services recovered	-	-	-	-	-	-	-	-	-
- CIL	-	-	-	-	-	-	-	-	-
	(0.04)	-	-	-	-	-	-	(0.04)	-
Rent and Maintenance Costs	-	-	-	-	-	-	-	-	-
- CIL	0.47	-	-	-	-	-	-	0.47	-
	(0.44)	-	-	-	-	-	-	(0.44)	-
- Shalini Construction	-	-	-	-	0.41	-	-	0.41	-
	-	-	-	-	(0.41)	-	-	(0.41)	-
- Peninsula Estates	-	-	-	-	0.10	-	-	0.10	-
	-	-	-	-	(0.10)	-	-	(0.10)	-
- Total	0.47	-	-	-	0.51	-	-	0.98	-
	(0.44)	-	-	-	(0.51)	-	-	(0.95)	-

Notes

to Financial Statements as at and for the year ended March 31, 2016

32. RELATED PARTY DISCLOSURE: (CONTD.)

ii) Details of transactions entered into with the related parties :

(Rs. in Crores)

	Subsidiaries		Enterprise/Individuals having direct or indirect control		Companies / firms in which Directors / Key Management Personnel have significant influence		Key Management Personnel	Total	
	Transaction Value	Balance Outstanding as on March 31, 2016	Transaction Value	Balance Outstanding as on March 31, 2016	Transaction Value	Balance Outstanding as on March 31, 2016	Transaction Value	Transaction Value	Balance Outstanding as on March 31, 2016
Insurance Expenses									
- Raheja QBE	-	-	-	-	0.02	-	-	0.02	-
	-	-	-	-	(0.02)	-	-	(0.02)	-
Employee Welfare Expenses									
- ELI	0.54	-	-	-	-	-	-	0.54	-
	(0.57)	-	-	-	-	-	-	(0.57)	-
Dividend Income									
- ABML	1.30	-	-	-	-	-	-	1.30	-
	(0.98)	-	-	-	-	-	-	(0.98)	-
- Espex	0.28	-	-	-	-	-	-	0.28	-
	(0.28)	-	-	-	-	-	-	(0.28)	-
- Chloride Alloys	-	-	-	-	-	-	-	-	-
	(1.25)	-	-	-	-	-	-	(1.25)	-
- Chloride Metals	7.50	-	-	-	-	-	-	7.50	-
	-	-	-	-	-	-	-	-	-
- CIL	0.32	-	-	-	-	-	-	0.32	-
	(0.27)	-	-	-	-	-	-	(0.27)	-
- CPSSL	1.19	-	-	-	-	-	-	1.19	-
	(1.98)	-	-	-	-	-	-	(1.98)	-
- Total	10.59	-	-	-	-	-	-	10.59	-
	(4.76)	-	-	-	-	-	-	(4.76)	-
Technical Assistance Expenses									
- CEIL	-	-	0.12	-	-	-	-	0.12	-
	-	-	(0.12)	-	-	-	-	(0.12)	-
Technical Assistance Income									
- ABML	0.43	0.11	-	-	-	-	-	0.43	0.11
	(0.43)	(0.11)	-	-	-	-	-	(0.43)	(0.11)
Remuneration									
to Directors	-	-	-	-	-	-	11.59 *	11.59	6.13
	-	-	-	-	-	-	(9.81)	(9.81)	(5.15)
to Others	-	-	-	-	-	-	0.48	0.48	-
	-	-	-	-	-	-	(0.40)	(0.40)	-
- Total	-	-	-	-	-	-	12.07	12.07	6.13
	-	-	-	-	-	-	(10.21)	(10.21)	(5.15)

Notes :

(1) Dividend amounting to Rs. 27.37 crores was paid for the year 2014-15 final (Rs. 27.37 crores for the year 2013-14 final) and Rs. 62.55 crores for Interim Dividend 2015-16 (Rs. 58.64 crores for Interim Dividend 2014-15) to Chloride Eastern Limited, UK. Also refer Note 42.

* Details furnished in Corporate Governance Report

Notes

to Financial Statements as at and for the year ended March 31, 2016

33. EARNINGS PER SHARE (EPS)

(Rs. in Crores)

	2015-16	2014-15
Details for calculation of basic and diluted earning per share:		
Profit after tax as per Statement of Profit and Loss	622.77	545.87
Weighted average number of equity share (Numbers)	85,00,00,000	85,00,00,000
Basic and diluted earning per share (Rs.)	7.33	6.42
(Face value per Share Re 1)		

34. UNHEDGED FOREIGN CURRENCY EXPOSURE

(Rs. in Crores)

	As at March 31, 2016	As at March 31, 2015
Trade Receivables	75.67	48.77
Investments in overseas subsidiaries	18.44	18.44
Dividend and Technical fees receivable	0.11	0.11
Trade Payables for Goods & Services	92.31	98.80
Buyers' Credit	102.50	17.55
	289.03	183.67

35. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MSMED ACT, 2006

(Rs. in Crores)

	2015-16	2014-15
Principal amount due	3.32	3.50
Interest due on above	0.01	0.08
Amount of interest paid in terms of Sec 16 of the Micro, Small and Medium Enterprise Development Act, 2006	-	-
Amount of interest due and payable for the period of delay	0.01	0.08
Amount of interest accrued and remaining unpaid as at year end	0.12	0.11
Amount of further interest remaining due and payable in the succeeding year	-	-

36. CAPITAL AND OTHER COMMITMENTS

(Rs. in Crores)

	As at March 31, 2016	As at March 31, 2015
Commitment for acquisition of fixed assets	267.79	386.75
Commitment for investment	35.27	1.27
Other Commitments	5.73 *	10.97
	308.79	398.99

* Payable over next year

Notes

to Financial Statements as at and for the year ended March 31, 2016

37. CONTINGENT LIABILITIES

	(Rs. in Crores)	
	As at March 31, 2016	As at March 31, 2015
Outstanding Bank Guarantees / Indemnity Bonds	26.49	29.58
Sales Tax demands	27.66	28.35
Excise Duty demands	36.49 *	34.37
Income Tax demands	16.58	16.10
Other claims being disputed by the Company	0.44	0.44
Claim from a landlord, an appeal whereby is pending in Hon'ble Bombay High Court	Not Ascertainable	Not Ascertainable
	107.66	108.84

* Includes a Demand of Rs. 32.60 crores plus penalties, as applicable, for the period June 2006-May 2009 on the grounds that Excise Duty was payable on the MRP of batteries. The Company has contested applicability of The Standards of Weights & Measures Act, 1976, and Rules thereunder, the applicability of which is still to be adjudicated by the Hon'ble Supreme Court. Meanwhile, Company has been granted a stay on this Excise Duty demand by CESTAT, Kolkata.

38. VALUE OF RAW MATERIALS AND COMPONENTS CONSUMED

	(Rs. in Crores)	
	As at March 31, 2016	As at March 31, 2015
Imported- 11.4% (PY 12.2%)	470.61	584.95
Indigenous- 88.6% (PY 87.8%)	3,640.72	4,213.79
	4,111.33	4,798.74

39. VALUE OF STORES AND SPARE PARTS CONSUMED

	(Rs. in Crores)	
	As at March 31, 2016	As at March 31, 2015
Imported- 14.5% (PY 15.3%)	8.32	9.37
Indigenous - 85.5% (PY 84.7%)	49.08	52.00
	57.40	61.37

40. VALUE OF IMPORTS (C.I.F BASIS)

	(Rs. in Crores)	
	As at March 31, 2016	As at March 31, 2015
Raw Materials and Components	485.24	725.93
Trading Items	1.97	28.33
Spare Parts	22.32	18.28
Capital Goods	198.93	102.68
	708.46	875.22

Notes

to Financial Statements as at and for the year ended March 31, 2016

41. INCOME & EXPENDITURE IN FOREIGN CURRENCY (ON ACCRUAL BASIS)

(Rs. in Crores)

	As at March 31, 2016	As at March 31, 2015
Income		
Export (f.o.b. value)	232.38	246.06
Dividend	1.58	1.26
Technical Assistance Fee	0.43	0.43
Expenditure		
Royalty	23.50	20.55
Technical Assistance Fee	0.12	0.12
Others	3.35	3.24

42. REMITTANCE IN FOREIGN CURRENCIES ON ACCOUNT OF DIVIDENDS TO NON-RESIDENT SHAREHOLDERS

(Rs. in Crores)

	As at March 31, 2016	As at March 31, 2015
Number of Shareholders	1	1
Number of Shares held	39,09,54,666	39,09,54,666
Net amount of dividend remitted (Rs. Crores)	89.92	86.01
Amount remitted for	2014-15 (Final) and 2015-16 (interim)	2013-14 (Final) and 2014-15 (interim)

The above information exclude particulars in respect of certain non-resident shareholders for whom dividend warrants were sent to the shareholders' banks in India, with prior approval of the Reserve Bank of India.

43. On March 30, 2016, the Ministry of Corporate Affairs notified the Companies (Accounting Standards) Amendment Rules, 2016, resulting in amendment in certain Accounting Standards. The Company is of the view that the said amendments shall come into effect from accounting periods commencing on or after the publication of the notification i.e. from the period starting April 01, 2016 onwards and hence no impact of the same has been given in these financial statements.

44. Previous year figures have been regrouped / rearranged where necessary.

As per our report of even date.

S.R.Batliboi & Co. LLP

Registration Number: 301003E

Chartered Accountants

per **Kamal Agarwal**

Partner

Membership No. 58652

Mumbai, April 27, 2016

As Approved

For and on behalf of the Board of Directors

J. Kumar
Secretary

P. K. Katakya
A. K. Mukherjee
Directors

Independent Auditor's Report

To the Members of Exide Industries Limited

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of Exide Industries Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the consolidated Balance Sheet as at March 31, 2016, the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms with the requirement of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph (a) of the Other Matters below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group as at March 31, 2016, their consolidated profit, and their consolidated cash flows for the year ended on that date.

Independent Auditor's Report

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by section 143 (3) of the Act, we report, to the extent applicable, that:

- (a) We / the other auditors whose reports we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
- (c) The consolidated Balance Sheet, consolidated Statement of Profit and Loss, and consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the auditors who are appointed under Section 139 of the Act, of its subsidiary companies incorporated in India, none of the directors of the Group's companies, incorporated in India are disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting of the Holding Company and its subsidiary companies incorporated in India, refer to our separate report in "Annexure 1" to this report;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group – Refer Note 13 and 51 to the consolidated financial statements;
 - ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiaries incorporated in India.

OTHER MATTER

- (a) The accompanying consolidated financial statements include total assets of Rs. 10,357.89 crores as at March 31, 2016, and total revenues and net cash inflows of Rs. 2,760.70 crores and Rs. 42.51 crores for the year ended on that date, in respect of its subsidiaries, which have been audited by other auditors, whose financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of such other auditors.

Independent Auditor's Report

- (b) The auditors of Exide Life Insurance Company Limited ('ELI'), a subsidiary company, have reported that the actuarial valuation of liabilities for life policies in force is the responsibility of ELI's Appointed Actuary. The actuarial valuation of these liabilities as at March 31, 2016 has been duly certified by the Appointed Actuary and in his opinion, the assumption for such valuation are in accordance with the guidelines and norms issued by the Insurance Regulatory Development Authority of India ('IRDAI') ('Authority') and the Institute of Actuaries of India in concurrence with the Authority. The ELI auditors have relied upon Appointed Actuary's certificate in this regard for forming opinion on the valuation of liabilities for life policies in force and for policies in respect of which premium has been discontinued but liability exist on financial statements of ELI.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements above, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E

per **Kamal Agarwal**

Partner

Membership Number: 58652

Place of Signature: Mumbai

Date: April 27, 2016

Annexure - 1 to the Independent Auditor's Report of Even Date on the Consolidated Financial Statements of Exide Industries Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

To the Members of Exide Industries Limited

In conjunction with our audit of the consolidated financial statements of Exide Industries Limited as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of Exide Industries Limited (hereinafter referred to as the "Holding Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to

obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the 'Other Matters' paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and

Annexure - 1 to the Independent Auditor's Report of Even Date on the Consolidated Financial Statements of Exide Industries Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management, override of controls, material misstatements due to error or fraud, may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, maintained in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Holding Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

OTHER MATTERS

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Holding Company, in so far as it relates to four subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiary companies incorporated in India.

We also have audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India as specified under section 143(10) of the Act, the consolidated financial statements of the Holding Company, which comprise the Consolidated Balance Sheet as at March 31, 2016, and the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, and our report dated April 27, 2016 expressed an unqualified opinion thereon.

For S.R. Batliboi & Co. LLP

Chartered Accountants
ICAI Firm Registration Number: 301003E

per **Kamal Agarwal**

Partner
Membership Number: 58652

Place of Signature: Mumbai

Date: April 27, 2016

Consolidated Balance Sheet

as at March 31, 2016

		(Rs. in Crores)	
Particulars	Note No.	March 31, 2016	March 31, 2015
I EQUITY AND LIABILITIES			
1) Shareholders' Fund			
a) Share Capital	2	85.00	85.00
b) Reserves & Surplus	3	4,245.39	3,756.04
		4,330.39	3,841.04
2) Minority Interest	4	14.61	12.78
3) Non-Current Liabilities			
a) Long Term Borrowings	5	1.90	2.62
b) Deferred tax liabilities (Net)	6	130.51	131.47
c) Other Long term liabilities	7	5.26	5.50
d) Long-term provisions	8	41.50	34.84
e) Policyholders' Fund	9	8,272.91	7,524.81
f) Fund for discontinued policies (Linked and Non-Linked)		108.58	90.08
g) Fund for future Appropriation (Linked and Non-Linked)		30.03	9.04
		8,590.69	7,798.36
4) Current Liabilities			
a) Short-term borrowings	10	108.80	51.36
b) Trade payables			
Total outstanding dues of Micro and Small enterprises	11	8.13	9.27
Total outstanding dues to creditors other than Micro and Small enterprises	11	1,124.01	1,036.36
c) Other current liabilities	12	501.94	361.20
d) Short-term provisions	13	285.47	260.90
e) Policyholders' Fund	14	361.92	516.08
		2,390.27	2,235.17
Total		15,325.96	13,887.35
II ASSETS			
1) Non-Current Assets			
a) Fixed Assets			
i) Tangible assets	15	1,382.61	1,175.96
ii) Intangible assets	16	27.07	23.37
iii) Capital work-in-progress		192.46	114.57
b) Goodwill on consolidation	17	581.90	581.90
c) Non-current investments			
i) Investments of Life insurance business	18	6,941.82	5,824.35
ii) Other investments	19	50.54	44.83
d) Assets held to cover linked liability of Life Insurance Business	20	1,842.81	2,201.59
e) Long-term loans and advances	21	128.76	199.05
f) Other non-current assets	22	0.73	1.34
		11,148.70	10,166.96
2) Current Assets			
a) Current investments			
i) Investments of Life insurance business	23	321.85	330.34
ii) Other investments	24	932.84	148.56
b) Assets held to cover linked liability of Insurance Business	25	309.24	267.21
c) Inventories	26	1,245.88	1,646.36
d) Trade receivables	27	722.16	690.15
e) Cash and bank balances	28	293.99	207.47
f) Short-term loans and advances	29	132.57	100.68
g) Other current assets	30	218.73	329.62
		4,177.26	3,720.39
Total		15,325.96	13,887.35
Significant accounting policies	1		

The accompanying notes are an integral part of the financial statements
As per our report of even date.

S.R.Batliboi & Co. LLP

Registration Number: 301003E
Chartered Accountants

per **Kamal Agarwal**

Partner

Membership No. 58652

Mumbai, April 27, 2016

For and on behalf of the Board of Directors

J. Kumar

Secretary

P. K. Katakya

A. K. Mukherjee

Directors

Consolidated Statement of Profit and Loss

for the year ended March 31, 2016

		(Rs. in Crores)	
Particulars	Note No.	2015-16	2014-15
INCOME:			
I) Revenue from operations (Gross)	31	10,400.27	10,321.06
Less: Excise Duty		920.83	786.11
Revenue from operations (Net)		9,479.44	9,534.95
II) Other income	32	135.09	95.15
III) Total Revenue		9,614.53	9,630.10
IV) EXPENSES:			
Cost of raw material and components consumed	33	4,121.90	4,827.48
Purchase of traded goods		66.83	113.14
(Increase) / decrease in inventories of finished goods, work-in - progress and traded goods	34	240.11	(289.02)
Employees benefit expenses	35	851.10	760.93
Finance costs	36	1.65	3.21
Depreciation and amortisation expenses	37	179.96	155.32
Other expenses	38	2,550.13	2,958.98
Change in valuation of liability in respect of Life Insurance Policies in force	40	594.26	226.53
Total expenses		8,605.94	8,756.57
V) Profit before tax		1,008.59	873.53
VI) Tax expenses:			
1. Current tax (net of reversal of excess provision for earlier years Rs. 2.94 crores (PY includes provision for earlier years Rs 1.70 crores))		293.27	235.83
2. MAT Credit entitlement		-	(0.53)
3. Deferred tax		(1.10)	21.90
		292.17	257.20
VII) Profit for the Year		716.42	616.33
VIII) Less: Minority Interest		2.72	1.78
IX) Net profit after taxes and minority interest		713.70	614.55
Earnings per share - Basic and Diluted (Nominal value Re 1 per share (PY Re 1 per share))		8.40	7.23
Significant accounting policies	1		

The accompanying notes are an integral part of the financial statements
As per our report of even date.

S.R.Batliboi & Co. LLP

Registration Number: 301003E
Chartered Accountants

per **Kamal Agarwal**

Partner

Membership No. 58652

Mumbai, April 27, 2016

For and on behalf of the Board of Directors

J. Kumar

Secretary

P. K. Katakya

A. K. Mukherjee

Directors

Consolidated Cash Flow Statement

for the year ended March 31, 2016

	(Rs. in Crores)	
	2015-16	2014-15
(A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before tax	1,008.59	873.53
Adjustment for :		
Depreciation	179.96	155.32
Profit on Fixed Assets sold	(1.01)	(0.65)
Loss on Fixed Assets sold / discarded	4.56	0.91
Dividend Income	(29.29)	(15.83)
Provision for Doubtful Advances	1.12	-
Interest Expense	1.65	3.21
Interest Income	(595.81)	(520.87)
(Gain)/ Loss on revaluation / change in fair value	232.88	(53.13)
Profit on Sale of Investments	(181.88)	(552.50)
Change in valuation of liability against life policies	677.40	940.90
	289.58	(42.64)
Operating profit before working capital changes	1,298.17	830.89
(Increase) in Trade Receivables (net of provision)	(32.09)	(30.73)
(Increase) / Decrease in Inventories	400.48	(343.50)
(Increase) / Decrease in Loans & Advances	(17.60)	(57.54)
Increase in Current Liabilities	245.68	33.89
	596.47	(397.88)
Cash generation from operations	1,894.64	433.01
Direct Taxes Paid (net of refund)	(277.99)	(252.79)
Net Cash from operating activities	1,616.65	180.22
(B) CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(423.39)	(331.51)
Sale of Fixed Assets	2.33	2.31
Purchase of Insurance Investments	(6,616.16)	(6,867.16)
Sale of Insurance Investments	5,964.87	6,467.72
Loan against Policies	(69.76)	(35.94)
Acquisition of Shares / units	(6.00)	(11.08)
Redemption of Units	0.35	0.66
Purchase of Mutual Fund units	(1,376.81)	(803.18)
Sale of Mutual Fund units	598.41	1,032.43
Interest Received	552.02	472.62
Dividend received	23.64	17.60
Net Cash used in investing activities	(1,350.50)	(55.53)
(C) CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from Long Term Borrowings	-	-
Repayment of Long Term Borrowings	(0.71)	(1.69)
Proceeds from Short Term Borrowings (net)	57.44	28.49
Dividends Paid (including tax)	(237.64)	(223.13)
Interest Paid	(1.39)	(2.70)
Net Cash used in financing activities	(182.30)	(199.03)
Net Increase / (decrease) in cash and cash equivalents	83.85	(74.34)
Effect of Foreign Currency Translation	2.67	(5.01)
Cash and cash equivalents - Opening Balance #	207.47	286.82
Cash and cash equivalents - Closing Balance #	293.99 *	207.47

as disclosed in Note 28

* Includes Rs. 7.20 crores (PY Rs. 6.20 crores) lying in Unclaimed Dividend Account, being the amount available for restricted use.

As per our report of even date.

S.R.Batliboi & Co. LLP

Registration Number: 301003E

Chartered Accountants

per **Kamal Agarwal**

Partner

Membership No. 58652

Mumbai, April 27, 2016

For and on behalf of the Board of Directors

J. Kumar

Secretary

P. K. Katakya

A. K. Mukherjee

Directors

Accounting Policies and Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

1 SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Preparation

The consolidated financial statements comprising of the financial statements of Exide Industries Limited ('EIL' or 'the Company') and its subsidiaries (Group) have been prepared on an accrual basis and under the historical cost convention modified by revaluation of certain fixed assets except for investments of Exide Life Insurance Company Limited ('ELI'), that have been valued in accordance with Insurance Regulatory and Development Authority (IRDA) regulations. The consolidated financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these consolidated financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014.

Standalone financial statements of Exide Life Insurance Company Limited (ELI) have been prepared in accordance with the provisions of the IRDA (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002 ('the Accounting Regulations'), the Insurance Act, 1938, Insurance Regulatory and Development Authority Act, 1999, various circulars issued by IRDA and the practices prevailing within the Insurance Industry in India. Financial statements of foreign subsidiaries, viz. Chloride Batteries S.E. Asia Pte Ltd. (CBSEA), Espex Batteries Limited (ESPEX) and Associated Battery Manufacturers (Ceylon) Ltd. (ABML), have been prepared under 'Singapore Financial Reporting Standards', 'Financial Reporting Standards for smaller entities, UK', and Sri Lanka Accounting Standards for Small and Medium sized entities (SLFRS for SMEs) respectively, but suitably modified to materially conform to the uniform accounting policies for the purpose of consolidation. For recognition of Income and expenses, Mercantile System of Accounting is followed.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

Starting from April 01, 2016, IND-AS Accounting Standards as prescribed by Ministry of Corporate Affairs have become applicable to the Company and its subsidiaries and the Accounting Policies would undergo necessary changes.

b. Use of Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the consolidated financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

c. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Sale of Goods

Revenue from sale of goods including manufactured products is recognised upon passage of title to the customers, in accordance with the Sale of Goods Act, 1930, in India and upon delivery to customers in case of foreign subsidiaries.

Customs Duty benefits in the form of advance license entitlements are recognised on export of goods and are set off from material costs.

The Group collects Sales taxes and Value added Taxes (VAT) on behalf of the Government and therefore, these are not economic benefits flowing to the Group. Hence they are excluded from Revenue.

Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Accounting Policies and Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

Dividends

Revenue is recognised when the shareholder's right to receive payment is established by the balance sheet date.

d. Fixed Assets

Fixed Assets are stated at cost (or revalued amounts, as the case may be) less accumulated depreciation and impairment losses, if any. Cost comprises of purchase price inclusive of duties (net of Cenvat), taxes, incidental expenses, erection/commissioning expenses, etc. upto the date the asset is ready for its intended use. In case of revaluation of fixed assets, the original cost as written up by the valuer, is considered in the accounts and the differential amount is transferred to revaluation reserve.

The Group identifies and determines cost of each component of the asset separately, if the component has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset. These components are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset.

The carrying amounts of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on external / internal factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount which represents the greater of the net selling price of assets and their 'Value in use'. The estimated future cash flows are discounted to their present value using pre-tax discount rates and risks specific to the asset.

e. Investments

Investments that are readily realisable and intended to be held for not more than a year from the date on which such investments are made are classified as current investments. All other investments are classified as Long-Term investments. Current Investments are stated at lower of cost or fair value on individual investment basis. Long Term Investments are considered at cost, unless there is other than temporary decline in value thereof, in which case adequate provision is made for diminution in the value of Investments.

f. Depreciation

- i) a) Depreciation on fixed assets is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management.
- b) The Group has used the following useful lives to provide depreciation on its fixed assets.

Particulars	Useful economic life (in year)
Factory building / Other buildings	25.5 / 58.5
RCC Road / Other than RCC Road	10 / 5
Plant and equipments	3 - 15
Electrical installations & equipments and lab equipments	10
Moulds	8.5
Furniture and fixtures	3 - 10
Office equipment	3 - 5
Vehicles	4 - 6
Computers	3 - 6
Intangibles (includes software)	Period of license/ estimated useful life, not exceeding 5 years.
Mobile phones	2
Leasehold improvements	Period of lease/ useful life, not exceeding 10 years

The useful life of the following classes of assets as estimated by the management are different than those indicated in Schedule II to the Companies Act, 2013.

- a. Factory Buildings and Other Buildings are depreciated over the estimated useful lives of 25.5-28.5 years and 58.5 years respectively
- b. Certain plant and machinery are depreciated over 3-15 years
- c. Certain furniture and fixtures are depreciated over 3-10 years
- d. Certain office equipments are depreciated over 3-5 years
- e. Certain office equipments are depreciated over 4-6 years

Accounting Policies and Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

- ii) In EIL, residual value of Plant & Machinery, moulds and computers has been estimated to be 2% of the cost as against 5% specified in Schedule II of the Companies Act, 2013 based on past trends. For Buildings, Office equipments, Furniture & Fittings and Vehicles, residual value has been estimated at 5% of the cost.
- iii) Depreciation includes amount amortised on a straight-line basis in respect of leasehold properties over the respective lease period.
- iv) Depreciation on fixed assets added/disposed off during the year is provided on pro-rata basis with reference to the month of addition/disposal.
- v) In case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

g. Intangible Assets

Research and Development Costs

- i) Research costs are expensed as incurred. Development expenditure incurred on an individual project is capitalised when its future recoverability can reasonably be regarded as assured. Any expenditure capitalised is amortised over the period of expected future sales from the related project, not exceeding ten years.

The carrying value of development costs is reviewed for impairment annually when the asset is not yet in use or otherwise when events or changes in circumstances indicate that the carrying value may not be recoverable.

- ii) Acquired computer softwares and licenses are capitalised on the basis of costs incurred to bring the specific intangibles to its intended use. These costs are amortised on a straight-line pro-rata basis over their estimated useful life of five years.
- iii) Acquired Goodwill is amortised on a straight-line pro-rata basis over a period of five years and

also tested for impairment every year. However, the carrying amount of goodwill arising on consolidation is reviewed at each balance sheet date to determine if there is any indication of impairment based on external / internal factors.

h. Expenditure on new projects and substantial expansion

Expenditure directly relating to expansion projects are capitalised. Administration and other general overhead expenses incurred during the year which are specifically attributable to the expansion projects are capitalised as part of the indirect project cost. Other indirect expenditure (including borrowing costs) incurred during the project period which are not related to the project nor are incidental thereto, are charged to Statement of Profit and Loss. Income earned during project period, if any, is deducted from the total of the indirect expenditure.

i. Borrowing Costs

Borrowing costs attributable to the acquisition and/or construction of qualifying assets are capitalised as a part of the cost of such assets, upto the date when such assets are ready for their intended use. Other borrowing costs are charged to the statement of Profit and Loss Account.

j. Leases:

i) Finance Lease :

- a) Finance leases, which transfer to the Group substantially all the risks and rewards incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Any initial direct costs are also added to the amount capitalised. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged to Statement of Profit and Loss. Contingent rents, if any, are charged as expenses in the periods in which they are incurred.

Accounting Policies and Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

- b) Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

ii) Operating Leases :

- a) Assets acquired under Operating Leases represent assets where the lessor effectively retains substantially all the risks and benefits of their ownership. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.
- b) Assets given under operating leases are included in fixed assets. Lease income is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs, including depreciation are recognised as an expense in the Statement of Profit and Loss.

k. Foreign Currency Transactions

(i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

(iii) Exchange Differences

Exchange differences arising on the settlement/ conversion of monetary items, are recognised as income or expenses in the year in which they arise.

(iv) Forward Exchange Contracts

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the statement of profit and loss in the year in which the exchange rate changes. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the year.

(v) Translation of Non-Integral Foreign Currency Operations

The translation of the financial statements of a non-integral foreign operation results in the recognition of exchange differences arising from (a) translating income and expense items at the exchange rates at the dates of transactions and assets and liabilities at the closing rate (b) translating the opening net investment in the non-integral foreign operation at an exchange rate different from that at which it was previously valued.

All resulting exchange differences are accumulated in a foreign currency translation reserve until the disposal of the net investment.

l. Earning Per Share

Earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Accounting Policies and Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

m. Inventories

- i) Raw materials, components, stores and spares are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a weighted average basis.
- ii) Work-in-progress and finished goods are valued at lower of cost and net realisable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty. Cost is determined on a weighted average basis.
- iii) Traded goods are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion to make the sale.

n. Excise Duty

Excise Duty is accounted for at the point of manufacture of goods and accordingly, is considered for valuation of finished goods stock lying in the factories as on the balance sheet date.

o. Retirement and Other Employee Benefits

- i) Retirement Benefit in the form of Provident Fund is a defined contribution scheme and the contributions are charged to Statement of Profit and Loss of the year when the employee renders the service. There are no obligations other than the contribution payable to the respective trusts.

CBSEA participates in the national pension schemes as defined by the laws of Singapore and makes contributions to the Central Provident fund scheme in Singapore.

- ii) Gratuity and Post retirement Medical Benefit liability are defined benefit obligations and where material, are provided for on the basis of actuarial valuation made at the end of each financial year.
- iii) Long term compensated absences are provided for based on actuarial valuation made at the end of each financial year, while Short term compensated absences are provided for based on management estimates.
- iv) Pension liability is split into a defined benefit portion and a defined contribution portion as indicated in note no. '42' below. The contributions towards defined contribution are charged to the statement of Profit and Loss of the year when the contribution becomes due. The defined benefit portion is provided for on the basis of actuarial valuation made at the end of each financial year.
- v) Actuarial gains/losses are immediately taken to Statement of Profit and Loss and are not deferred.
- vi) The current and non-current bifurcation is done as per the Actuarial report.

p. Segment Reporting

The Group's operating business are organised and managed separately according to the nature of products and services provided, with each segment representing a Strategic Business Unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which customers of the Group are located.

q. Taxation

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Laws as applicable. In case of foreign subsidiaries the tax liability is provided as per the Income Tax Laws prevailing in the respective countries.

Accounting Policies and Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Group has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Group writes down the carrying amount of the deferred tax assets to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax assets can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred Tax Assets and Liabilities across various countries of operations are not set-off against each other as EIL does not have a legal right to do so.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Group recognises MAT Credit available only to the extent that there is convincing evidence that the Group will pay normal income tax during the specified period, i.e. the period for which MAT Credit is allowed to be carried forward. In the year in which the Group recognises MAT Credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income-Tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss account and shown as "MAT Credit Entitlement". The Group reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period.

r. Provision

A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions made in terms of Accounting Standard-29, and the relevant pronouncements in case of the foreign subsidiaries, are not discounted to its present value and are determined based on the management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

Provision for product related warranty/ guarantee costs is based on the claims received upto the year end as well as the management estimates of further liability to be incurred in this regard during the warranty period, computed on the basis of past trend of such claims.

s. Contingent Liabilities

No provision is made for liabilities, which are contingent in nature, but if material, these are disclosed by way of notes. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

t. Cash and Cash Equivalents

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

u. Other Additional Significant Accounting Policies specific to Life Insurance Business

i) Revenue Recognition

Premium is recognised as income when due. Premium on lapsed policies is recognised as income when such policies are reinstated.

Accounting Policies and Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

For linked business, Premium income is recognised as income when the associated units are created. Income from unit linked funds which include policy administration charges, mortality charges, etc. are recovered from unit linked fund in accordance with terms and conditions of policy and is recognised when due. Fund management charges are adjusted in the unit price computed on each business date.

ii) Reinsurance Premium

Cost of reinsurance ceded is accounted at the time of recognition of premium income in accordance with the treaty or in principle arrangement/agreement with the reinsurers.

iii) Benefits Paid

Benefits paid comprise policy benefit amount and bonus declared to policyholders.

Death & Surrender claims are accounted for on receipt of intimation based on the terms of policy. Maturity benefits, Survival benefits and declared bonuses are accounted for on the respective due dates. Withdrawals and benefits under linked policies are accounted in the respective schemes when the associated units are cancelled.

Repudiated claims disputed before judicial authorities are provided for based on management prudence and considering the fact and evidences available in respect of such claims. Reinsurance recoveries on claims are accounted for, in the same period as the related claims.

iv) Acquisition & Maintenance Costs

Acquisition & Maintenance costs are cost that vary with and are primarily related to the acquisition of new and renewal insurance contracts respectively. Such costs are expensed in the year in which they are incurred.

v) Investments and Investment Income

Investments are made in accordance with the Insurance Act, 1938, the Insurance Regulatory and Development Authority (Investment

Regulations, 2000 and Insurance Regulatory and Development Authority (Investment) (5th Amendment) Regulations, 2013 and other circulars/notifications issued by the IRDA in this context from time to time.

Investments maturing within twelve months from the balance sheet date and made with the specific intention to dispose off within twelve months from balance sheet date are classified as short-term investments. Investments other than short-term investments are classified as long-term investments.

Investments are specifically purchased and held for the policyholders and shareholders independently. The income relating to these investments is recognised in the respective policyholder's / shareholder's account.

Investments are recorded at trade date on cost including acquisition charges (such as brokerage and related taxes), and exclude pre-acquisition interest paid, if any, on purchase.

Interest income on investments is recognised on accrual basis. Dividend income is recognised when the right to receive the dividend is established. Bonus entitlements are recognised as investments on the 'ex-bonus date'.

Non-linked Policyholders' and Shareholders' Investments

All debt securities are considered as held-to-maturity and stated at historical cost subject to amortisation. The discount or premium which is the difference between the purchase price and the redemption amount of the securities is amortised/accreted and recognised in the Statement of Profit and Loss, as the case may be, over the remaining period of maturity on a straight-line basis.

The difference between the acquisition price and maturity value of money market instruments such as Treasury Bills, Certificate of Deposit and Commercial Papers are recognised as interest income in the Statement of Profit and Loss, as the case may be,

Accounting Policies and Notes

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over the remaining term of these instruments, on a straight line basis.

Listed shares as at the balance sheet date are stated at fair value, at the last quoted closing price on the National Stock Exchange Limited ('NSE') being the primary exchange and if not quoted on NSE then at last quoted closing price on the Bombay Stock Exchange Limited ('BSE'). Mutual fund units as at the balance sheet date are valued at previous day's net asset values of respective mutual fund.

Realised gain/loss on debt securities is the difference between the sale consideration net of expenses and the amortised cost, which is computed on a weighted average basis, as on the date of sale. Profit or loss on sale of equity shares/mutual fund units is the difference between the sale consideration net of expenses and the book cost computed on weighted average basis.

Unrealised gains or losses arising due to changes in the fair value of listed shares and mutual fund units as at the balance sheet date are taken to 'Fair value change account' and carried forward in the Balance Sheet.

Impairment evaluation is a complex process that inherently involves significant judgments and uncertainty that may have a material impact on the financial statements. For debts securities, such consideration includes actual and estimated incurred credit losses indicated by payment default, market data (estimated) incurred losses and other current evidence that the issuer may be unlikely to pay amounts when due. Equity securities are impaired when the management believes that, based on (combination of) a significant or prolonged decline of fair value below the acquisition cost, there is sufficient reason to believe that the acquisition cost may not be recovered. An impairment loss shall be recognised as an expense in revenue / profit & loss accounts to the extent of the difference between the re-measured fair value of the security / investment and acquisition cost (weighted average) as reduced by any previous impairment loss recognised as expense in the revenue / profit & loss account.

Linked Business

Debt securities (including Government securities) are valued at prices obtained from Credit Rating Information Services of India Limited ('CRISIL').

Listed equity shares are valued at fair value, being the lower of last quoted closing price on the National Stock Exchange Limited ('NSE') and / or Bombay Stock Exchange Limited ('BSE'). Mutual fund units as at the balance sheet date are valued at previous day's net asset values of respective mutual fund.

Money market instruments are valued at historical cost, subject to amortisation of premium or accretion of discount over the period of maturity/holding on a straight-line basis.

The realised gain or loss on the sale of securities is the difference between the sale consideration net of expenses and the purchase cost (computed on a weighted average basis) or amortised cost for discounted instruments as on the date of sale.

Realised profit or loss on sale of equity shares/ mutual fund units is the difference between the sale consideration net of expenses and the book cost computed on weighted average basis.

Unrealised gains and losses as at the balance sheet date are recognised in the Statement of Profit and Loss of the respective schemes.

Transfer of Investments between Shareholders and Policyholders

In order to meet the deficit in the Policyholders' account, ELI transfers cash or investments from Shareholders' fund to Policyholders' fund in compliance with IRDA circulars.

vi) Acturial Liability Valuation

The estimation of liability for life policies is determined by the Appointed Actuary in accordance with accepted actuarial practice, requirements of Insurance Act, 1938, IRDA regulations and the actuarial practice standards issued by The Institute of Actuaries of India.

Accounting Policies and Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

vii) Fund for Future Appropriation

Linked Business

Amounts estimated by Appointed Actuary as Funds for Future Appropriation – Linked are required to be set aside in the balance sheet and are not available for distribution to shareholders until the expiry of the revival period. The ELI appropriates Funds for Future Appropriation from the Revenue Account.

Participating Business

At each balance sheet date, the management with the approval of the shareholders decides to distribute the surplus among policyholders, shareholders and funds for appropriation at a future date. Surplus arising in the participating business after allowing for current year cost of bonus to policyholder is held as funds for future appropriation, which includes the surplus not appropriated during the year either to the policyholders or to the shareholders.

viii) Loans against Policies

Loans are stated at historical costs subject to provision for impairment. Interest on loans, if any, is recognised on an accrual basis.

ix) Service Tax

Service Tax liability on life insurance services is offset against available CENVAT Credit. The unutilised CENVAT Credit, if any, is carried forward under 'Advances and Other Assets'. At

each balance sheet date, the ELI assesses the unutilised CENVAT Credit for set off in future periods. A provision, if required, is created based on estimated realisation of such unutilised CENVAT Credit.

v Principles of consolidation of financial statements:

The consolidated financial statements which relate to Exide Industries Ltd. (EIL) and its subsidiary companies, have been prepared on the following basis –

- i. The financial statements of the company and its subsidiaries are consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenditure, after fully eliminating intra-group balances, intra-group transactions and any unrealised profit/ loss included therein.
- ii. The consolidated financial statements have been prepared using uniform accounting policies for like transactions and are presented, to the extent possible, in the same manner as the company's separate financial statements. All the subsidiaries follow financial year as accounting year.
- iii. The excess / shortfall of cost to the company of its investments in the subsidiary companies is recognized in the financial statements as goodwill / capital reserve, as the case may be.

Accounting Policies and Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

- iv. The subsidiary companies considered in the financial statements are as follows:

Name	Country of Incorporation	% of ownership interest as on March 31, 2016	% of ownership interest as on March 31, 2015
Chloride International Limited (CIL)	India	100	100
Chloride Power Systems & Solutions Ltd. (CPSSL) (Formerly known as Caldyne Automatics Ltd.)	India	100	100
Chloride Batteries S.E. Asia Pte Ltd. (CBSEA) & its wholly owned subsidiary (Exide Batteries Pvt. Ltd.)	Singapore	100	100
Espex Batteries Limited (ESPEX)	UK	100	100
Associated Battery Manufacturers (Ceylon) Ltd. (ABML)	Srilanka	61.50	61.50
Chloride Metals Ltd. (CML)	India	100	100
Chloride Alloys India Ltd. (CAIL) (Refer note v. below)	India	-	100
Exide Life Insurance Company Limited (ELI)	India	100	100

- v. During the year, a wholly owned subsidiary of the Group - Chloride Alloys India Limited merged with another wholly owned subsidiary of the Group - Chloride Metals Limited with effect from April 01, 2015 as per scheme of Amalgamation filed in this regard and approved by the Hon'ble High Court of Calcutta.
- vi. Foreign Exchange fluctuations on conversion of the accounts of EIL's foreign subsidiaries have been taken to "Foreign Currency Translation Reserve" (Arising on Consolidation).

w Minority Interest

In terms of Accounting Standard 21, the minority interest has been computed in respect of Associated Battery Manufacturers (Ceylon) Limited, a non-fully owned subsidiary.

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

2 SHARE CAPITAL

		(Rs. in Crores)	
		March 31, 2016	March 31, 2015
a) Authorised			
	1,00,00,00,000 (PY: 1,00,00,00,000) Equity Shares of Re 1 each	100.00	100.00
		100.00	100.00
b) Issued, subscribed & fully paid-up			
	85,00,00,000 (PY: 85,00,00,000) Equity Shares of Re. 1 each	85.00	85.00
	There is no change in number of shares in current year and last year	85.00	85.00
c) Terms / rights attached to equity shares	The company has only one class of Equity Shares having a Par Value of Re 1 per share. Each Holder of Equity Shares is entitled to one Vote per share. The company declares and pays dividends in Indian Rupee. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of Liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. During the year ended 31st March, 2016, the amount of per share Dividend recognised as distributions to equity shareholders was Rs. 2.40 (PY Rs. 2.20 per share)		
d) Details of shareholders holding more than 5% shares in Company			
Name of Shareholder	Number of Shares		
Chloride Eastern Limited, UK holding 45.99% (PY 45.99%)	39,09,54,666	39,09,54,666	
Life Insurance Corporation of India holding 5.82% (PY 4.85%)	4,94,25,211	4,11,84,383	
As per records of the company, including its register of shareholders / members and other declarations received from shareholders, the above shareholding represents legal ownership of shares.			

3 RESERVES AND SURPLUS

		(Rs. in Crores)	
		March 31, 2016	March 31, 2015
a) Revaluation Reserve			
	Balance as per Last Account	36.61	38.68
	Add: Addition on Revaluation	15.72	-
	Less: Adjusted towards assets sold / discarded	0.11	0.52
	Less: Depreciation on Revalued assets transferred to General Reserves	1.82	1.55
	Closing Balance	50.40	36.61
b) Securities Premium Account			
	Balance as per Last Account	737.88	737.88
c) General Reserve			
	Balance as per Last Account	1,124.63	1,105.35
	Less: adjustments for change in useful life, net of deferred taxes (refer note below) #	-	2.84
	Add: Transfer on account of depreciation on revalued assets	1.82	1.55
	Add: Transfer on account of merger of CML and CAIL ***	2.38	-
	Add: Amount transferred from Statement of Profit and Loss	25.25	20.57
	Closing Balance	1,154.08	1,124.63

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

3 RESERVES AND SURPLUS

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
d) Contingency Reserve *		
Balance as per Last Account	25.00	25.00
e) Capital Redemption Reserve **		
Balance as per Last Account	0.80	0.80
f) Capital Reserve		
Balance as per Last Account	2.89	2.89
g) Foreign Currency Translation Reserve		
Balance as per Last Account	27.38	32.39
Add: Movement for the year	2.67	(5.01)
Closing Balance	30.05	27.38
h) Surplus in the Statement of Profit and Loss		
Balance as per last financial statements	1,800.85	1,427.61
Profit for the year	713.70	614.55
Less: Appropriations		
Proposed final equity dividend (amount per share Re 0.80 (PY Re 0.70))	(68.00)	(59.50)
Tax on proposed equity dividend	(11.49)	(11.40)
Interim dividend (amount per share Re 1.60 (PY Re 1.50))	(136.00)	(127.50)
Tax on interim dividend	(29.52)	(22.34)
Transfer to General Reserve	(25.25)	(20.57)
Total Appropriations	(270.26)	(241.31)
Net Surplus in Statement of Profit and Loss	2,244.29	1,800.85
	4,245.39	3,756.04

* EIL has created the contingency reserve to set aside funds for meeting contingencies and claims.

** ESPEX has created the Capital Redemption Reserve on account of buy back of its shares from minority shareholders.

Effective from April 1, 2014, Indian Companies have charged depreciation based on the revised remaining useful life of the assets as per requirement of Schedule II of the Companies Act, 2013. Further, as per transitional provision provided in note 7(b) of Schedule II, an amount of Rs. 2.84 crores (net of deferred tax of Rs. 1.11 crores) was adjusted with General Reserve in the previous year for the assets in respect of which the remaining useful life was NIL as on April 1, 2014.

*** Represents value of additional shares issued by CML to shareholder of CAIL i.e., EIL pursuant to merger, which has been recognised as goodwill and also written off by CML during the year. As both the Companies are wholly owned subsidiaries of EIL, such additional Share Capital has been adjusted with General Reserves in these Consolidated Financial Statements.

4 MINORITY INTEREST

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Balance of equity as on acquisition date	3.75	3.75
Add: Movement in equity from acquisition date to 31.03.2016	10.86	9.03
	14.61	12.78

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to the Consolidated Financial Statements as at and for the year ended March 31, 2016

5 LONG TERM BORROWINGS

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
a) Non-Current Portion		
Term loan from HSBC Bank Ltd (secured) #	1.23	1.29
Deferred Payment Liabilities from Sales Tax Deferral Scheme (unsecured)**	0.67	1.33
	1.90	2.62
b) Current Maturities		
Buyers Credit from HDFC Bank Ltd (secured)*	-	2.30
Term loan from HSBC Bank Ltd (secured) #	2.81	0.70
Deferred Payment Liabilities from Sales Tax Deferral Scheme (unsecured)**	0.66	0.68
	3.47	3.68
Less : Amount disclosed under the head "other current liabilities" (note 12)	3.47	3.68
	-	-

* Secured by hypothecation of the underlying asset being equipments related to the battery breaking plant. Repayable in a bullet installment within 2 years from date of loan being 28th December, 2013 i.e on 28th December, 2015. CML has fully covered its outstanding borrowings in respect of its buyers credit for the exchange risk as well as the interest rate risk through currency swap derivative contracts. Hence no effect of exchange fluctuations has been given for the same. The interest rate payable for the said loan is 10.95%.

** Liability under Sales Tax Deferral Scheme is payable in 5 equal yearly installments after 10 years of accrual and carries no interest.

Secured by hypothecation of the Plant & Machinery of ABML. Repayable in 36 months from the date of loan. The interest rate payable for the said loan is 7.13%

6 DEFERRED TAX LIABILITY (NET)

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
a) Deferred tax liability:		
Arising out of timing difference in depreciable assets	127.36	117.84
Expenses claimed as deduction under the respective Income Tax Act, 1961 but not booked in current year	37.18	40.49
b) Deferred tax assets:		
On expenses allowable against taxable income in future years	22.23	16.32
On Unabsorbed Depreciation and Business Loss	4.69	2.16
Expenses disallowed in earlier assessments which are being contested	7.11	8.38
	130.51	131.47

In view of the accumulated losses and unabsorbed depreciation, ELI has not created any provision for current income tax expense. As per Accounting Standard 22 on 'Accounting for Taxes on Income' as prescribed in the Companies (Accounting Standards) Rules, 2006, virtual certainty backed by conclusive evidence is necessary to create Deferred Tax Assets on unabsorbed losses and depreciation. Under the above circumstances, no deferred tax assets on losses have been created in the books of ELI.

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

7 OTHER LONG TERM LIABILITIES

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
a) Trade payables	3.35	2.55
b) Other payables - for Capital Goods	1.64	1.74
- for Expenses	0.27	1.21
	5.26	5.50

Trade payables represent retention money withheld and which are payable after more than 12 months from the Balance Sheet date.

8 LONG TERM PROVISIONS

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Provision for employee benefits (refer note 42)		
Post retiral medical benefits	4.29	4.11
Gratuity	8.62	5.95
Leave benefits	26.19	22.75
Pension	2.40	2.03
	41.50	34.84

9 POLICYHOLDERS' FUND

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Non-current		
Policy liabilities		
Par	3,509.26	2,659.53
Non par	1,291.97	1,106.96
Annuity	32.35	32.42
Pension	953.99	1,024.01
VIP Non Par Pension	445.62	316.91
Credit/(debit) balance in fair value change account (net)	(30.26)	13.73
Provision for linked liabilities	1,974.07	2,042.83
Fair value change (linked)	86.20	319.07
Non-unit liabilities	9.71	9.35
	8,272.91	7,524.81

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to the Consolidated Financial Statements as at and for the year ended March 31, 2016

10 SHORT-TERM PROVISIONS

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Secured		
From Banks		
Buyer's Credit	31.79	30.67
Bank Overdraft	1.13	-
Trade Bills Financing	5.17	12.35
Unsecured		
Buyer's Credit (repayable in 6 months)	70.71	8.34
	108.80	51.36
Buyer's credit		
i. Includes NIL (PY Rs. 21.45 crores) of CML secured by hypothecation with first charge of all the Company's present and future stocks and book debts.		
ii. Includes Rs. 31.79 crores (PY 9.21 crores) secured by hypothecation of stocks and book debts, both present and future of EIL and repayable in 6 months, carries interest @ LIBOR + spread (ranging from 0.70% to 1%).		
iii. Includes Rs. 70.71 crores (PY 8.34 crores) of EIL repayable in 6 months, carries interest @ LIBOR + spread (ranging from 0.70% to 1%).		
Trade bills financing		
Rs. 5.17 crores (PY Rs. 12.35 crores) of CBSEA bearing interest at 2.00% per annum over the bank's prevailing commercial bill rate which ranges from 2.80% to 3.60% per annum. The above amount is secured by the following:		
i. On all monies mortgage over the property		
ii. On all monies debenture over all present and future assets incorporating fixed and floating charge over the present and future assets of the company.		
Bank overdraft		
i. Includes Rs. 0.99 crores (PY NIL) of CPSSL secured by hypothecation of raw materials, finished stock, work-in-progress, book debts, other receivables and all the movable fixed assets, both present and future and equitable mortgage of factory premises		
ii. Includes Rs. 0.14 crores (PY Nil) of ABML secured by hypothecation of plant and machinery.		

11 TRADE PAYABLES

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Trade payable for goods & services		
Total outstanding dues of Micro and Small Enterprises (refer note 49)	8.13	9.27
Total outstanding dues to creditors other than Micro and Small Enterprises	1,025.47	975.26
Acceptances	98.54	61.10
	1,132.14	1,045.63

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

12 OTHER CURRENT LIABILITIES

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
a) Current maturities of long-term borrowings	3.47	3.68
b) Interest accrued on borrowings :		
Not due	0.26	0.05
c) Unpaid dividends (to be credited to Investor Education and Protection Fund as and when due)	7.20	6.20
d) Other payables -		
For Capital Goods	38.93	43.73
Taxes and duties payable	59.99	40.37
Advances from customers	34.51	22.71
For selling expenses	195.45	107.55
Payables for life insurance business (includes proposal / policy deposits of ELI)	61.70	64.20
For Other Expenses	100.43	72.71
	501.94	361.20

13 SHORT-TERM PROVISIONS

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
a) Provision for employee benefits (refer note 42)		
Post retiral medical benefits	0.36	0.26
Gratuity	1.37	0.36
Leave benefits	4.64	3.15
b) Other provisions		
Provision for warranty claims	166.05	158.80
Provision for litigation and tax disputes	31.98	26.22
Provision for Income Tax (net of Advance Tax)	1.38	1.21
Provision for Proposed Dividend	68.00	59.50
Provision for tax on Proposed Dividend	11.69	11.40
	285.47	260.90

Provisions for warranty claims

A provision is recognised for expected warranty claims on products sold, based on past experience of the level of repairs and returns. The table below gives information about movement in warranty provision :

Opening Balance	158.80	129.61
Add: Provision created during the year	169.39	193.23
Less: Batteries issued under warranties	162.24	163.91
Effect of Foreign Exchange Movements	0.10	(0.13)
Closing Balance	166.05	158.80

Provision for litigations and tax disputes (refer notes below)

The Group has estimated the provisions for pending litigations, claims, demands relating to indirect taxes based on its assessment of probability for these demands crystallising against the company in due course:

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

13 SHORT-TERM PROVISIONS

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Opening Balance	26.22	18.95
Add: Provision created during the year	5.76	7.27
Closing Balance	31.98	26.22
(a) There are other tax disputes / litigations amounting to Rs. 4.26 crores (PY Rs. 3.32 crores) against which the Group has also deposited money under protest and made provision there against. Such deposits and provisions have been netted off in the financials.		
(b) There are also provisions against Income Tax claims amounting to Rs. 7.11 crores (PY Rs. 8.38 crores) which is included in Note 21 (i) (d), against which the Group has also created deferred tax assets as disclosed in Note 6.		

14 POLICYHOLDERS' FUND

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Current		
Policy liabilities		
Par	273.99	458.69
Non par	73.90	29.96
Pension	0.77	0.21
Provision for linked liabilities	13.26	27.22
	361.92	516.08

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

	Freehold land	Leasehold land	Buildings	Plant & machinery	Moulds	Office Equipment	Furniture & fittings	Vehicles	Computers	Total
Cost										
As at April 01, 2014	43.52	34.24	376.63	1,531.61	155.13	23.10	23.36	13.83	38.64	2,240.06
Forex Adjustment	(0.20)	-	(1.01)	(1.90)	-	-	(0.41)	(0.22)	-	(3.74)
Additions	-	-	23.71	185.71	24.64	3.85	1.45	2.47	8.47	250.30
Disposals	-	-	1.03	21.79	3.44	0.17	0.39	2.32	0.73	29.87
As at March 31, 2015	43.32	34.24	398.30	1,693.63	176.33	26.78	24.01	13.76	46.38	2,456.75
Forex Adjustment	(0.08)	-	1.36	(0.47)	-	-	-	0.06	-	1.12
Additions	-	4.03	70.68	225.95	51.30	5.01	5.67	1.67	5.62	369.93
Revaluation adjustment	-	-	15.73	-	-	-	-	-	-	15.73
Inter class Transfer	-	-	-	2.00	-	-	(2.00)	-	-	-
Disposals	-	-	3.69	27.41	1.04	0.08	2.19	1.98	0.73	37.12
As at March 31, 2016	43.24	38.27	482.38 (b)	1,893.70	226.59	31.71	25.74	13.51	51.27	2,806.41
Depreciation										
As at April 01, 2014	-	3.92	140.41	847.53	88.91	16.89	20.03	11.83	30.79	1,160.31
Forex Adjustment	-	-	(0.60)	(1.31)	-	-	(0.35)	(0.19)	-	(2.45)
Adjusted with General	-	-	0.02	2.45	-	1.15	0.15	0.08	0.11	3.96
Reserves (Refer note 3)	-	-	-	-	-	-	-	-	-	-
Charge for the year	-	0.48	12.26	111.17	14.34	2.12	0.94	1.25	3.66	146.22
Disposals	-	-	0.32	20.25	3.37	0.13	0.36	2.11	0.71	27.25
As at March 31, 2015	4.40	4.40	151.77	939.59	99.88	20.03	20.41	10.86	33.85	1,280.79
Forex Adjustment	-	-	0.85	(0.40)	-	-	0.23	0.02	-	0.70
Charge for the year	-	0.59	13.14	126.16	16.52	2.59	2.58	1.12	4.65	167.35
Inter class Transfer	-	-	-	1.44	-	-	(1.44)	-	-	-
Disposals	-	-	0.82	18.82	1.02	0.08	1.61	1.98	0.71	25.04
As at March 31, 2016	4.99	4.99	164.94	1,047.97	115.38	22.54	20.17	10.02	37.79	1,423.80
Net Block										
As at March 31, 2015	43.32	29.84	246.53	754.04	76.45	6.75	3.60	2.90	12.53	1,175.96
As at March 31, 2016	43.24	33.28	317.44	845.73	111.21	9.17	5.57	3.49 (d)	13.48	1,382.61

a. Conveyance / lease deeds for certain immovable properties valued at Rs. 7.21 crores (PY Rs. 3.77 crores) are pending execution.

b. Includes Rs. 0.10 crores (Rs 0.10 crores) being the cost of shares in Co-operative Housing Societies.

c. The details of fixed assets revalued have been given below :

Name of the Company	Year of Revaluation	Assets revalued
EIL	1991 and 1999	Land, Building and Plant & Machinery
CPSSL	2007	Land, Building and Plant & Machinery
CBSEA	1992 and 2015	Land, Building and Plant & Machinery
ABML	1990 and 1991	Land and Building
CML	2008	Land, Building and Plant & Machinery

The revaluation was carried out by approved valuers and the surplus arising thereon, has been transferred to revaluation reserve.

d. Includes motor vehicles held under hire purchase contract Rs. 0.73 crores. (PY Rs. 0.84 crores)

e. Details of Expenditure of New / Expansion Projects of EIL (Pending allocation and lying in Capital work-in-progress)

	As at March 31, 2016	As at March 31, 2015
Balance brought forward from previous year	0.60	-
Salaries, Wages & Bonus	0.75	0.44
Borrowing cost	1.47	-
Travelling Expenses	0.21	0.44
Less: Allocated to Fixed Assets during the year *	3.03	0.88
	2.16	0.60

* Includes Rs. 0.27 crores (PY Nil) towards borrowing cost.

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

16 INTANGIBLE ASSETS

	(Rs. in Crores)			
	Goodwill	Trade Mark	Computer Software	Total
Cost				
As at April 01, 2014	12.13	1.57	44.22	57.92
Additions	-	2.63	5.37	8.00
Disposals	-	-	0.33	0.33
As at March 31, 2015	12.13	4.20	49.26	65.59
Additions	2.38	-	13.93	16.31
As at March 31, 2016	14.51	4.20	63.19	81.90
Amortization				
As at April 01, 2014	6.00	0.48	26.97	33.45
Charge for the year	2.23	0.62	6.25	9.10
Disposals	-	-	0.33	0.33
As at March 31, 2015	8.23	1.10	32.89	42.22
Charge for the year	4.61	0.84	7.16	12.61
As at March 31, 2016	12.84	1.94	40.05	54.83
Net Block				
As at March 31, 2015	3.90	3.10	16.37	23.37
As at March 31, 2016	1.67	2.26	23.14	27.07

17 GOODWILL ON CONSOLIDATION

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Balance as per Last Account	581.90	581.90
Based on the valuation of ELI, coupled with improvement in the profitability in the current year and the profitable operations of all other material subsidiaries, the company has concluded that there is no impairment of Goodwill arising on consolidation		

NON-CURRENT INVESTMENTS

18 INVESTMENTS OF LIFE INSURANCE BUSINESS

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
i) Shareholders' Investments (valued at cost unless specified otherwise)		
Quoted (Trade)		
Investment in		
Government or Trust Securities	428.30	332.74
Debentures/Bonds	167.63	129.89
	595.93	462.63

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

NON- CURRENT INVESTMENTS

18 INVESTMENTS OF LIFE INSURANCE BUSINESS

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
ii) Policyholders' Investments (valued at cost unless otherwise specified)		
Quoted (Trade)		
Investment in		
Equity instruments (at market value)	322.89	277.00
Government or Trust Securities	3,886.53	2,991.95
Debentures/Bonds	1,984.07	2,025.57
	6,193.49	5,294.52
Unquoted (Trade)		
Other Securities (Policy Loan)	152.40 *	67.20
	6,941.82	5,824.35
Aggregate value of quoted investments (Market value Rs. 7,016.03 crores (PY Rs. 6,035.05 crores))	6,789.42	5,757.15
Aggregate value of unquoted investments	152.40	67.20

* Policy Loan (par) of Rs. 152.40 crores (PY Rs. 67.20 crores) is excluded from Note 21 and disclosed under Note 18

19 OTHER INVESTMENTS (VALUED AT COST UNLESS STATED OTHERWISE)

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Trade (unquoted)		
Government Securities		
Government Securities (lodged as security deposits with various authorities)	0.01	0.01
Non Trade		
Unquoted, At Cost		
Investments in debenture/bonds ^	-	-
Others		
Faering Capital (2,37,753 units of Rs. 1000 each (PY 1,80,716 units))	23.78	18.07
Haldia Integrated Development Agency Ltd (5,00,000 units of Rs. 10 each (PY 5,00,000 units))	0.50	0.50
Suryadev Alloys (2,500 shares of Rs. 10 each (PY 2,500 shares))	0.03	0.03
Quoted		
Equity Shares, Fully Paid Up		
Hathway Cable and Datacom Limited (54,62,830 shares of Rs. 2 each (PY 54,62,830 shares))	26.22	26.22
	50.54	44.83
(i) Aggregate value of unquoted investments -	24.32	18.61
(ii) Aggregate value of quoted investments (Market value Rs. 21.17 crores (PY Rs. 26.80 crores))	26.22	26.22
(iii) ^ Figures being less than Rs. 50,000 in each case, has not been disclosed.		

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

20. ASSETS HELD TO COVER LINKED LIABILITIES OF LIFE INSURANCE BUSINESS (VALUED AT MARKET VALUE)

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Non-current, quoted, trade investments in		
Equity Instruments *	1,203.53	1,531.03
Government or Trust Securities	442.40	334.76
Debentures/Bonds	196.88	335.80
	1,842.81	2,201.59
Aggregate market value of quoted investments (Market value Rs. 1,842.81 crores (PY Rs. 2,201.59 crores))	1,842.81	2,201.59

* Includes Rs. 9.82 crores (PY Rs. 7.03 crores) being 7,04,564 shares of EIL, held by ELI linked to Policyholder's Funds and liabilities. These are not eliminated since ELI does not hold these shares on its own account.

21 LONG-TERM LOANS AND ADVANCES

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
(i) Unsecured considered good, unless otherwise stated		
a) Capital advances	19.33	61.78
b) Deposit - Others	30.39	30.69
c) Prepaid expenses	3.92	6.46
d) Advance Payment of Income Tax (net of Provisions) (including MAT credit entitlement)	41.65	56.04
e) Loans against Insurance Policy (secured)	-	15.43
f) Balances with Customs, Sales Tax & Excise Authorities	33.05	26.75
g) Loans and advances to others	0.03	1.32
h) Loans to employees	0.39	0.58
(ii) Unsecured considered doubtful		
a) Advances recoverable in cash or kind	1.95	5.02
b) Balances with Customs, Sales Tax & Excise Authorities	3.08	2.13
	133.79	206.20
Less: Provision for doubtful deposits and advances	5.03	7.15
	128.76	199.05

22 OTHER NON-CURRENT ASSETS

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Unsecured, Considered good unless stated otherwise		
a) Trade Receivables	0.73	1.29
b) Others	-	0.05
	0.73	1.34

Trade receivables represents portion of Receivables which are recoverable after more than 12 months from the Balance Sheet date.

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

CURRENT ASSETS

CURRENT INVESTMENTS

23 INVESTMENTS OF LIFE INSURANCE BUSINESS

(Rs. in Crores)

	March 31, 2016	March 31, 2015
i) Shareholders' Investments (valued at cost unless otherwise specified)		
Quoted (Trade)		
Investment in		
Government or Trust Securities	107.97	80.71
Debentures/Bonds	0.44	30.38
Mutual Fund (at market value)	52.29	84.05
	160.70	195.14
ii) Policyholders' Investments (valued at cost unless otherwise specified)		
Quoted (Trade)		
Investment in		
Government or Trust Securities	46.05	14.38
Debentures/Bonds	40.87	67.82
Mutual Fund (at market value)	69.26	52.30
Certificate of deposits	4.97	0.70
	161.15	135.20
	321.85	330.34
Aggregate value of quoted investments (Market value Rs. 322.19 crores (PY Rs. 332.59 crores))	321.85	330.34

24 OTHER INVESTMENTS (AT LOWER OF COST AND FAIR VALUE)

(Rs. in Crores)

	March 31, 2016	March 31, 2015
Units of mutual funds (Non Trade)		
Unquoted	932.84	148.56
	932.84	148.56
Aggregate value of unquoted investments	932.84	148.56

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

25 ASSETS HELD TO COVER LINKED LIABILITIES OF LIFE INSURANCE BUSINESS (VALUED AT MARKET VALUE)

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Current, quoted, trade investments in		
Government or Trust Securities	167.77	129.62
Debentures/Bonds	9.15	8.46
Mutual Fund	95.05	79.64
Certificate of deposits	28.00	21.68
	299.97	239.40
Other current assets		
Bank balances	0.55	1.98
Interest and dividend accrued on investments	20.14	24.24
Outstanding contracts (net)	(11.42)	1.59
	9.27	27.81
	309.24	267.21
Aggregate value of quoted investments (Market value Rs. 299.97 crores (PY Rs. 239.40 crores))	299.97	239.40

26 INVENTORIES

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
(At Lower of cost and net realisable value)		
a) Stores, spare parts, loose tools etc	27.07	29.80
b) Raw materials and components [Including in transit Rs. 58.01 crores (PY Rs. 66.62 crores)]	306.43	464.07
c) Work-in-progress	409.77	491.49
d) Finished goods	409.35	540.12
Add: Excise Duty	80.70	98.80
	490.05	638.92
e) Trading Goods (Including in transit NIL (PY Rs. 0.17 crores))	12.56	22.08
	1,245.88	1,646.36

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

27 TRADE RECEIVABLES (UNSECURED)

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
a) Outstanding for a period exceeding six months from the date they are due for payment		
Considered good	22.26	26.86
Doubtful	11.41	11.08
	33.67	37.94
Less :- Provision for doubtful debts	11.41	11.08
	22.26	26.86
b) Other Debts		
Considered good	699.90	663.29
Total	722.16	690.15

(Refer note no. 43 for related party disclosure)

28 CASH AND BANK BALANCE

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Cash and Cash Equivalents		
a) Balances with banks on		
Current / Cash Credit Account	238.54	162.44
Deposit having original maturity of three months or less	0.01	0.01
b) Cheques, drafts in hand	33.47	29.56
c) Cash in hand	14.63	9.15
d) In term deposits *	0.14	0.11
e) Unpaid Dividend Account	7.20	6.20
	293.99	207.47

* Includes Rs. 0.09 crores (PY Rs. 0.09 crores) with commercial tax department (Govt. of J&K) as security under GST and Rs. 0.05 crores (PY Rs. 0.02 crores) as margin money for Bank Guarantee.

29 SHORT-TERM LOANS AND ADVANCES

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Unsecured considered good		
a) Advances recoverable in cash or kind	41.88	41.39
b) Prepaid Expenses	14.79	14.18
c) Balances with Customs, Sales Tax & Excise Authorities	45.13	29.94
d) Deposits - Others	17.26	11.38
e) Loans to employees	3.91	3.10
f) Claims receivable	9.60	0.69
Unsecured considered doubtful		
Advances recoverable in cash or kind	3.74	-
Claims receivable	3.55	0.48
	139.86	101.16
Less:- Provision for doubtful advances and claims	7.29	0.48
	132.57	100.68

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

30 OTHER CURRENT ASSETS

	(Rs. in Crores)	
	March 31, 2016	March 31, 2015
Unsecured, Considered good		
a) Interest accrued on investment	172.29	151.41
b) Others - related to life insurance business*	46.44	178.21
	218.73	329.62
* Comprises of :		
Investment held to meet Policy holders dues/Claims	38.09	125.58
Unit subscription Receivable-Policyholder	3.59	26.05
Due from employee on termination	3.34	3.13
Others	1.42	23.45
	46.44	178.21

31 REVENUE FROM OPERATIONS

	(Rs. in Crores)	
	2015-16	2014-15
A Sale of products		
Finished Goods	7,935.37	7,882.15
Traded Goods	35.34	50.33
	7,970.71	7,932.48
Less: Excise duty	920.83	786.11
	7,049.88	7,146.37
B Sale of Services		
Life Insurance premium (net)	2,015.71	2,013.64
C Other Operating Income		
Investment Income of Life Insurance Policyholders' Fund related to Non-Linked Business	413.85	374.94
	9,479.44	9,534.95
(i) Sales are net of price adjustments settled during the year by the Group and discounts, trade incentives, VAT, Sales Tax, etc.		
(ii) Excise duty includes Rs. 38.24 crores (PY Rs. 35.37 crores) paid on batteries issued towards warranty claims.		
	35.34	50.33

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

32. OTHER INCOME

	(Rs. in Crores)	
	2015-16	2014-15
Interest Income on		
Income Tax refunds	1.46	1.82
Others	0.92	0.55
Interest Income on investments		
Non-current	44.32	37.13
Current	9.90	6.29
Dividend Income on current investments	29.29	15.83
Net gain on sale of investments	13.99	18.42
Gain on sale of fixed assets	1.01	0.65
Net Foreign Exchange Gain	3.92	0.33
Bad debt recovered	-	0.39
Income from Service/Installation	3.20	3.49
Other operating income	27.08	10.25
	135.09	95.15

33. COST OF RAW MATERIALS AND COMPONENTS CONSUMED

	(Rs. in Crores)	
	2015-16	2014-15
Opening Stock	464.07	413.60
Add: Purchases (including Processing charges, Procurement expenses etc, and after adjusting Cenvat Credits)	3,964.26	4,877.95
	4,428.33	5,291.55
Less: Closing Stock	306.43	464.07
	4,121.90	4,827.48
Materials consumed includes warranty costs Rs. 130.55 crores (PY Rs. 157.57 crores) and is net off export incentives Rs. 5.68 crores (PY Rs. 7.85 crores)		

34 (INCREASE) / DECREASE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS

	(Rs. in Crores)	
	2015-16	2014-15
Opening Stock		
Work-in-progress	491.49	361.29
Finished goods	540.12	435.80
Traded Goods	22.08	6.58
	1,053.69	803.67
Closing Stock		
Work-in-progress	409.77	491.49
Finished goods	409.35	540.12
Traded Goods	12.56	22.08
	831.68	1,053.69
(Increase) / Decrease in Excise Duty on Finished Goods	18.10	(39.00)
	240.11	(289.02)

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

35. EMPLOYEE BENEFIT EXPENSES

	(Rs. in Crores)	
	2015-16	2014-15
Salaries and wages	730.55	648.39
Contribution to provident and other funds (Refer Note 42)	51.72	45.49
Staff welfare expenses	68.83	67.05
	851.10	760.93

36. FINANCE COSTS

	(Rs. in Crores)	
	2015-16	2014-15
Interest expenses	1.52	2.86
Other borrowings costs	0.13	0.35
	1.65	3.21

37. DEPRECIATION AND AMORTISATION

	(Rs. in Crores)	
	2015-16	2014-15
Depreciation of tangible assets	167.35	146.22
Amortisation of intangible assets	12.61	9.10
	179.96	155.32

38. OTHER EXPENSES

	(Rs. in Crores)	
	2015-16	2014-15
Stores and spare parts consumed	64.22	69.46
Power and Fuel	251.66	265.91
Battery Charging / Battery assembly expenses	106.43	126.25
Repairs and Maintenance		
Buildings	9.55	13.71
Plant & machinery	32.04	33.62
Others	21.21	18.20
Rent & Hire Charges (Refer Note 46)	66.32	62.61
Rates and taxes	17.84	9.94
Insurance	6.44	3.20
Commission	142.54	130.72
Royalty and Technical Aid Fees	34.58	29.70
Benefits paid to Life Insurance policyholders	1,038.68	1,507.09
Publicity and Sales Promotion	239.98	182.54
Freight & Forwarding (net)	207.70	225.40
Cash Discounts	59.08	63.51
After Sales Services	44.36	44.43

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

38. OTHER EXPENSES

(Rs. in Crores)

	2015-16	2014-15
C & F Expenses	25.55	26.40
Travelling & Conveyance	46.86	41.03
Bank Charges	5.47	6.11
Communication Costs	16.71	15.12
Donations	0.03	0.21
Directors' Sitting Fees	0.36	0.19
Loss on Fixed assets sold/discarded	4.56	0.91
Auditors' Remuneration	1.78	1.63
Bad Debts written off	0.12	0.01
Provision for doubtful debts	0.97	7.46
Provision for doubtful Loans and Advances	1.12	-
Miscellaneous expenses (Refer Note 39)	103.97	73.62
	2,550.13	2,958.98

39. MISCELLANEOUS EXPENSES

(Rs. in Crores)

	2015-16	2014-15
Motor Vehicle Running Expenses	6.65	5.34
Consultancy & Services outsourced	55.02	28.98
Security Service Charges	10.53	10.00
General Expenses	2.94	4.40
Legal Expenses	4.14	3.63
Printing & Stationery	10.07	9.22
TQM Expenses	0.85	0.45
CSR Expenses	5.19	4.02
Pollution Control Expenses	6.23	5.81
Testing Charges	1.10	0.77
Liquidated Damages	0.03	-
Battery erection / Installation Costs	1.22	1.00
	103.97	73.62

40. CHANGE IN VALUATION OF LIABILITY IN RESPECT OF LIFE INSURANCE POLICIES IN FORCE

(Rs. in Crores)

	2015-16	2014-15
Surplus/(deficit) in par and unit linked funds adjusted from existing surplus	40.54	19.02
Release from fund for Future Appropriation	(19.56)	(17.35)
Change in valuation of liability in respect of life insurance policies in force	656.42	939.24
Investment income on Life Insurance Policyholders' fund related to linked business	(83.14)	(714.38)
	594.26	226.53

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

41 SEGMENT REPORTING

The group's business is organised in three primary business segments, 'Storage Batteries & allied products', 'Solar Lantern & Homelights' and 'Life Insurance business'. Storage batteries & allied products and life insurance business being the only reportable segment, Non reportable segment is shown as others. The products/services included in each of the reported business segments are as follows:

- Storage batteries & allied products - The holding company and some of its subsidiaries manufactures lead acid storage batteries and allied products.
- Life Insurance business - This segment relates to the nation wide life insurance business carried by one of the subsidiaries.

Segment information for the group is as under:

Business Segments

Year ended March 31, 2016

(Rs. in Crores)				
Particulars	Storage Batteries & allied products	Life Insurance Business	Others	Total
Revenue (Gross Sale)	7,950.37	2,429.55	20.35	10,400.27
Segment Results	891.60	68.47	0.97	961.04
Unallocated expenses				-
Operating Profit				961.04
Finance Cost				1.65
Other income excluding finance income				49.20
Profit before tax				1,008.59
Income taxes				292.17
Profit after tax				716.42
As at March 31, 2016				
Segment assets	3,726.51	9,234.07	1.82	12,962.40
Unallocated assets				2,363.56
Total assets				15,325.96
Segment liabilities	1,484.71	9,160.72	14.83	10,660.26
Unallocated liabilities				241.21
Total liabilities				10,901.47
Other Segment information				
Capital expenditure:				
Tangible assets	445.83	17.73	-	463.56
Intangible assets	11.36	4.95	-	16.31
Depreciation	162.65	4.58	0.12	167.35
Amortization	10.36	2.25	-	12.61

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

Business Segments (contd.)

Year ended March 31, 2015

(Rs. in Crores)				
Particulars	Storage Batteries & allied products	Life Insurance Business	Others	Total
Revenue (Gross Sale)	7,905.26	2,388.58	27.22	10,321.06
Segment Results	780.38	61.28	1.54	843.20
Unallocated expenses				-
Operating Profit				843.20
Finance Cost				3.21
Other income including finance income				33.54
Profit before tax				873.53
Income taxes				257.20
Profit after tax				616.33
As at March 31, 2015				
Segment assets	3,777.28	8,618.64	2.33	12,398.25
Unallocated assets				1,489.10
Total assets				13,887.35
Segment liabilities	1,306.44	8,535.19	6.46	9,848.09
Unallocated liabilities				185.44
Total liabilities				10,033.53
Other Segment information				
Capital expenditure:				
Tangible assets	349.86	-	-	349.86
Intangible assets	8.01	-	-	8.01
Depreciation	143.00	3.08	0.14	146.22
Amortisation	6.96	2.14	-	9.10
Other non-cash expenses				

Geographical Segments

The Company primarily operates in India and therefore the analysis of geographical segment is demarcated into its Indian and Overseas operations as under:

Year ended March 31, 2016

(Rs. in Crores)			
Particulars	India	Overseas	Total
Revenue (Gross Sale)	9,828.83	571.44	10,400.27
Other Segment information :			
Segment assets	15,053.22	272.74	15,325.96
Unallocated assets			2,363.56
Additions :			
Tangible assets	339.94	29.99	369.93
Intangible assets	16.31	-	16.31

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

Geographical Segments (contd.)

Year ended March 31, 2015

(Rs. in Crores)			
Particulars	India	Overseas	Total
Revenue (Gross Sale)	10,040.82	280.24	10,321.06
Other Segment information :			
Segment assets	12,226.03	172.22	12,398.25
Unallocated assets			1,489.10
Additions :			
Tangible assets	342.79	7.07	349.86
Intangible assets	8.01	-	8.01

42 GRATUITY AND OTHER POST EMPLOYMENT BENEFIT PLANS

- i) The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972. The scheme is funded with an insurance company.
- ii) The Group provides certain post-retirement medical benefits (PRMB) to the employees qualifying for such benefits under the scheme upto March 31, 2006, and accordingly the number of beneficiaries is frozen on that date. This benefit is unfunded.
- iii) The Group has a Pension plan, a part of the liability whereof upto March 31, 2003 is in the nature of a defined benefit plan. From April 01, 2003 onwards, pension remains as a defined contribution liability which is funded annually with an insurance company.
- iv) The Group also extends benefit of compensated absences to the employees, whereby they are eligible to carry forward their entitlement of earned leave for encashment upon retirement/separation. This is an unfunded plan. The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the respective plans.

(Rs. in Crores)						
	For the year ended March 31, 2016			For the year ended March 31, 2015		
	Gratuity	Pension	PRMB	Gratuity	Pension	PRMB
	Plan (Benefit)			Plan (Benefit)		
I Expenses recognised in the Statement of Profit & Loss						
1 Current / Past Service Cost	6.76	-	0.10	5.76	-	0.08
2 Interest Cost	5.92	0.43	0.34	5.59	0.49	0.32
3 Expected Return on plan assets	6.67	0.27	-	5.87	0.34	-
4 Actuarial (Gains) / Losses	9.13	(0.21)	0.10	6.36	(0.04)	0.45
5 Total Expense	15.14	(0.05)	0.54	11.84	0.11	0.85
II Net Asset / (Liability) recognised in the Balance Sheet						
1 Present Value of Defined Benefit Obligation	90.92	5.42	4.65	78.05	5.77	4.37
2 Fair Value of Plan Assets	83.14	3.02	-	74.44	3.74	-
3 Net Asset / (Liability)	(7.78)	(2.40)	(4.65)	(3.61)	(2.03)	(4.37)

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(Rs. in Crores)

		For the year ended March 31, 2016			For the year ended March 31, 2015		
		Gratuity	Pension	PRMB	Gratuity	Pension	PRMB
		Plan (Benefit)			Plan (Benefit)		
III	Change in Obligation during the year						
1	Present Value of Defined Benefit Obligation at the beginning of the year	78.05	5.77	4.37	66.75	5.82	3.70
2	Current Service Cost / Plan amendments	6.76	-	0.10	5.84	-	0.08
3	Interest Cost	5.92	0.43	0.34	5.59	0.49	0.32
4	Benefits Paid	7.83	0.68	0.26	6.27	0.41	0.18
5	Actuarial (Gains) / Losses	8.02	(0.10)	0.10	6.14	(0.13)	0.45
6	Present Value of Defined Benefit Obligation at the end of the year	90.92	5.42	4.65	78.05	5.77	4.37
IV	Change in the Fair Value of Plan Assets during the year						
1	Plan assets at the beginning of the year	74.44	3.74	-	66.26	4.47	-
2	Expected return on plan assets	6.67	0.27	-	5.87	0.34	-
3	Contribution by employer	10.95	(0.42)	-	8.83	(0.57)	0.18
4	Actual Benefits Paid	7.81	0.68	-	6.28	0.41	0.18
5	Actuarial Gains / (Losses)	(1.11)	0.11	-	(0.23)	(0.09)	-
6	Plan assets at the end of the year	83.14	3.02	-	74.45	3.74	-
7	Actual return on Plan Assets	5.56	0.38	-	5.64	0.25	-
V	In 2016-17 EIL expects to contribute Rs. 5.00 crores (PY Rs. 6.00 crores) to gratuity and Rs. 3.75 crores (PY Rs. 3.50 crores) to Pension.						
VI	The major categories of plan assets as a percentage of the fair value of total plan assets						
	Investments with insurer	100%	100%	-	100%	100%	-

VII	Actuarial Assumptions	EIL	CML	CPSSL	ELI
1	Discount Rate	7.50% p.a (8.00%)	7.50% p.a (8.00%)	7.50% p.a (8.00%)	7.80% p.a (7.80%)
2	Expected rate of return on plan assets	9.00% p a (9.00%)	Unfunded	9.00% p.a (9.00%)	7.25% p.a (7.25%)
3	Mortality pre retirement	Indian Assured Lives Mortality (2006-08) (modified) Ult.		Standard table LIC (1994-96)	
4	Mortality post retirement	LIC (1996-98) Ultimate			
5	Employee Turnover Rate	2.00% (2.00%)	2.00% (2.00%)	2.00% (0% to 4.20%)	First 2 yrs- 8% thereafter-6%

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- VIII** Healthcare cost trend rates have no effect on the amounts recognised in the Statement of Profit and Loss, since the benefit is in the form of a fixed amount as per the various grades, which is not subject to change.
- IX** The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- X** Contribution to Provident and Other Funds includes Rs. 20.96 crores (PY Rs. 18.82 crores) paid towards Defined Contribution Plans
- XI** The above disclosures are made for all the Indian companies within the Group.

Gratuity and Other Post employment Benefit Plans

		(Rs. in Crores)				
XII	Amounts for the current and previous four periods are as follows :	Year ended March 16	Year ended March 15	Year ended March 14	Year ended March 13	Year ended March 12
1	Gratuity					
	Defined Benefit Obligation	90.92	78.05	66.75	66.66	49.43
	Plan Assets	83.14	74.44	66.26	64.02	50.27
	Surplus / (deficit)	(7.78)	(3.61)	(0.49)	(2.64)	0.84
	Experience Gain / (loss) adjustments on plan liabilities	(5.10)	(2.10)	(1.34)	(3.07)	(0.57)
	Experience Gain / (loss) adjustments on plan assets	(1.11)	(1.05)	0.28	(0.11)	0.09
2	Pension					
	Defined Benefit Obligation	5.42	5.77	5.82	7.26	7.25
	Plan Assets	3.02	3.74	4.47	6.13	8.65
	Surplus / (deficit)	(2.40)	(2.03)	(1.35)	(1.13)	1.40
	Experience Gain / (loss) adjustments on plan liabilities	0.17	0.26	0.54	0.49	0.19
	Experience Gain / (loss) adjustments on plan assets	0.11	(0.09)	0.12	0.01	0.07
3	Post Retirement Medical Benefit					
	Defined Benefit Obligation	4.65	4.37	3.70	3.61	3.51
	Experience Gain / (loss) adjustments on plan liabilities	0.08	(0.20)	(0.06)	0.21	0.16

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to the Consolidated Financial Statements as at and for the year ended March 31, 2016

43 RELATED PARTY DISCLOSURE:

i) Particulars of related parties :

1. Enterprise / Individuals having a direct or indirect control over the Company	Chloride Eastern Limited, UK. (CEL)	} Control over EIL
	Chloride Eastern Industries Pte Limited, Singapore (CEIL)	} Control over EIL
	LIEC Holdings SA, Switzerland	} Control over EIL
	Mr. S. B. Raheja	} Control over EIL
	Brown & Company PLC	} Control over ABML
	Standard Finance Ltd.	} Control over ABML
2. Key Management Personnel (As on March 31, 2016)	Mr. P K Katakya	EIL
	Mr. G Chatterjee	EIL
	Mr. A K Mukherjee	EIL
	Mr. Nadeem Kazim	EIL
	Mr. Subir Chakraborty	EIL
	Mr. Jitendra Kumar	EIL (from 30th April, 2015)
	Mr. Supriya Coomer	EIL (till 31st March, 2015)
	Mr. Samyajit Chaudhury	CBSEA (resigned w.e.f. 5th Nov, 2015)
	Mr. Freddy Tan Teng Siah	CBSEA
	Mr. M.Ramachandran	ABML
	Mr. A. Ghosal	Espex
	Mr. Jahar Sengupta	CPSSL
	Mr. Sourav Ghosh	CML
	Mr. U.B. Agrawal	CAIL
	Mr. Kshitij Jain	ELI
	Mr. Uco Vegter	ELI (Resigned w.e.f. 19 December, 2014)
	Mr. Anil Kumar C	ELI (Appointed w.e.f. 01 April, 2015)
	Mr. Rangarajan B N	ELI (Appointed w.e.f. 01 April, 2015)
	Mr. Parag Mathur	ELI (Resigned w.e.f. 04 November, 2015)
3. Name of the Companies / firms / in which Directors / Key Management Personnel have significant influence with whom transactions have happened during the year.	Shalini Construction Company Private Limited	EIL
	Peninsula Estates Private Limited	EIL
	Raheja QBE General Insurance Company Limited	EIL & ELI
	Klevenberg (Pvt) limited	ABML
	Browns Thermal Engineering (Pvt) Limited	ABML
	Exide Life Insurance Employee Group Gratuity cum Life Assurance Scheme (Trust)	ELI
	Development Credit Bank Limited	ELI
	Asianet Satellite Communication Private Limited	ELI
	Hathway Cable & Datacom Limited	ELI
	Juhu Beach Resort Limited	ELI
	H & R Johnson (India) A Division of Prism Cement Limited	ELI
	Sonata Software Limited	ELI
	Outlook Publishing (India) Private Limited	ELI

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ii) Details of transactions entered into with the related parties :

(Rs. in Crores)

	Associated Companies		Enterprise/Individuals having direct or indirect control		Key Management Personnel	Companies / firms in which directors / their relatives are interested		Total	
	Transaction Value	Balance Outstanding as on 31-03-2016	Transaction Value	Balance Outstanding as on 31-03-2016	Transaction Value	Transaction Value	Balance Outstanding as on 31-03-2016	Transaction Value	Balance Outstanding as on 31-03-2016
Purchases of goods -									
- Brown & company PLC	-	-	0.63	0.08	-	-	-	0.63	0.08
- Klevenberg (Pvt) limited	-	-	-	-	-	0.75	0.02	0.75	0.02
- Browns Thermal Engineering (Pvt) Limited	-	-	-	-	-	5.26	1.08	5.26	1.08
	-	-	-	-	-	(3.51)	(0.47)	(3.51)	(0.47)
Sale of goods - Brown & company PLC	-	-	105.63	14.25	-	-	-	105.63	14.25
- Browns Thermal Engineering (Pvt) Limited	-	-	-	-	-	-	0.28	-	0.28
- Klevenberg (Pvt) limited	-	-	(75.90)	(14.13)	-	-	-	(75.90)	(14.13)
	-	-	-	-	-	18.00	3.22	18.00	3.22
	-	-	-	-	-	(14.80)	(2.33)	(14.80)	(2.33)
Technical Assistance Expenses - CEIL	-	-	0.12	-	-	-	-	0.12	-
	-	-	(0.12)	-	-	-	-	(0.12)	-
Trade Mark Expenses - CEIL	-	-	0.03	-	-	-	-	0.03	-
	-	-	(0.02)	-	-	-	-	(0.02)	-
Life insurance premium									
- Exide Life Insurance Employee Group Gratuity cum Life Assurance Scheme (Trust)	-	-	-	-	-	10.73	-	10.73	-
- Raheja QBE General Insurance Company Limited	-	-	-	-	-	(1.44)	-	(1.44)	-
	-	-	-	-	-	0.02	-	0.02	-
	-	-	-	-	-	(0.03)	-	(0.03)	-
- Development Credit Bank Limited	-	-	-	-	-	0.33	-	0.33	-
- Asianet Satellite Communication Private Limited	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	0.16	-	0.16	-
- Hathway Cable & Datacom Limited	-	-	-	-	-	2.82	-	2.82	-
- Juhu Beach Resort Limited	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	0.59	-	0.59	-
- H & R Johnson (India) A Division of Prism Cement Limited	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	0.46	-	0.46	-
- Sonata Software Limited	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	0.21	-	0.21	-
- Outlook Publishing (India) Private Limited	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	0.01	-	0.01	-
	-	-	-	-	-	-	-	-	-

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ii) Details of transactions entered into with the related parties :

(Rs. in Crores)

	Associated Companies		Enterprise/Individuals having direct or indirect control		Key Management Personnel	Companies / firms in which directors / their relatives are interested		Total	
	Transaction Value	Balance Outstanding as on 31-03-2016	Transaction Value	Balance Outstanding as on 31-03-2016	Transaction Value	Transaction Value	Balance Outstanding as on 31-03-2016	Transaction Value	Balance Outstanding as on 31-03-2016
Benefits paid									
- Exide Life Insurance	-	-	-	-	-	9.54	-	9.54	-
Employee Group Gratuity cum Life Assurance Scheme (Trust)	-	-	-	-	-	(2.11)	-	(2.11)	-
- Hathway Cable & Datacom Limited	-	-	-	-	-	2.78	-	2.78	-
- Development Credit Bank Limited	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	0.06	-	0.06	-
- Asianet Satellite Communication Private Limited	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	0.12	-	0.12	-
- Juhu Beach Resort Limited	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	0.01	-	0.01	-
- Sonata Software Limited	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	0.10	-	0.10	-
	-	-	-	-	-	-	-	-	-
Investment made in the funds of the company									
- Hathway Cable & Datacom Limited	-	-	-	-	-	10.17	-	10.17	-
	-	-	-	-	-	-	-	-	-
Salary paid and reimbursements made on behalf of the company									
- Exide Life Insurance	-	-	0.01	-	-	-	-	0.01	-
Employee Group Gratuity cum Life Assurance Scheme (Trust)	-	-	-	-	-	-	-	-	-
Contribution made to Gratuity Trust									
- Exide Life Insurance	-	-	10.73	-	-	-	-	10.73	-
Employee Group Gratuity cum Life Assurance Scheme (Trust)	-	-	(1.44)	-	-	-	-	(1.44)	-
Services provided by the company - Premium Paid									
- Raheja QBE General Insurance Company Limited	-	-	0.07	-	-	-	-	0.07	-
	-	-	-	-	-	-	-	-	-
Dividend paid									
- Standard Finance Ltd.	-	-	0.80	-	-	-	-	0.80	-
	-	-	(0.61)	-	-	-	-	(0.61)	-

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ii) Details of transactions entered into with the related parties :

	(Rs. in Crores)								
	Associated Companies		Enterprise/Individuals having direct or indirect control		Key Management Personnel	Companies / firms in which directors / their relatives are interested		Total	
	Transaction Value	Balance Outstanding as on 31-03-2016	Transaction Value	Balance Outstanding as on 31-03-2016	Transaction Value	Transaction Value	Balance Outstanding as on 31-03-2016	Transaction Value	Balance Outstanding as on 31-03-2016
Rent and Maintenance Costs -									
- Shalini Construction	-	-	-	-	-	0.41		0.41	
	-	-	-	-	-	(0.41)		(0.41)	
- Peninsula Estates	-	-	-	-	-	0.10		0.10	
	-	-	-	-	-	(0.10)		(0.10)	
Insurance Expenses -									
- Raheja QBE General Insurance Company Limited						0.02		0.02	
						(0.02)		(0.02)	
Rental Income	-	-	0.05	-	-			0.05	-
- CEIL	-	-	(0.06)	-	-			(0.06)	-
Remuneration to Directors	-	-	-	-	19.45	-		19.45	6.13
	-	-	-	-	(15.89)	-		(15.89)	(5.15)
to Others	-	-	-	-	3.36	-		3.36	-
	-	-	-	-	(3.47)	-		(3.47)	-

(Figure in bracket represents previous year figures)

44 ACTUARIAL METHOD AND ASSUMPTIONS FOR THE LIFE INSURANCE BUSINESS

Liability for policies in force ('the Liability') is determined by the Appointed Actuary in accordance with generally accepted actuarial practice as well as the requirements of the Insurance Act, 1938 and the regulations notified by IRDAI and relevant actuarial practice standards issued by Institute of Actuaries of India.

(a) Traditional Individual Business

The Liability on a policy is calculated based using the 'Gross Premium Method', representing the present value of expected future outgo including benefits (including future bonuses for participating policies) and future expenses less present value of expected future premium. Further, a reserve for death claims that may have been Incurred But are Not yet Reported to the Company (IBNR) is also maintained. The reserves for the Best Years Retirement Plan, ING New Best Year Retirement Plan and ING Assured

Return have been set up as the sum of the policy fund balances as at 31 March, 2016 plus additional reserves for excess of expenses over policy charges.

The assumptions used for calculating the liability are provided below:

i. Mortality & Morbidity:

Mortality is considered according to the Indian Assured Lives Mortality Table (2006-08) - Modified Ultimate and varies between 99% and 217.5% of the table (last year 90% and 135% of Indian Assured Lives Mortality Table (1994-96). Morbidity assumption is based on the CIBT 93 Table. For term products, mortality assumption varies between 51% - 145% of the Indian Assured Lives Mortality Table (2006-08) - Modified Ultimate (Last Year mortality assumptions for term products were 51%-145% of the of Indian Assured Lives Mortality Table (2006-08)).

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to the Consolidated Financial Statements as at and for the year ended March 31, 2016

ii. Expenses:

Appropriate allowance for maintenance expenses increasing with inflation has been made. Provision for initial and renewal commission has been made at actual rates payable.

iii. Valuation discount rate:

Between 5.5% to 6.75% p.a. for all products (Last Year between 5.5% to 6.75% p.a. for all products) Assumptions on future bonus rates for participating business have been set to be consistent with valuation interest rate assumptions.

iv. Lapses:

Future policy lapses have been assumed based on the type of policy and the duration for which the policy has been in force. The lapse rates are based on current experience of the company.

Margins for Adverse Deviation

The assumptions allow for suitable Margins for Adverse Deviation in the mortality, morbidity, expenses, lapses and valuation discount rate assumptions as required under regulations and actuarial practice standards issued by The Institute of Actuaries of India.

(b) Linked Individual Business

The reserves held under the unit-linked products are the fund balances (unit reserve) as at 31 March, 2016 plus non-unit reserves. Additional adjustments have also been made to allow for the following:

- a. Unearned Premium Reserve in respect of mortality charge/rider charge deducted from the policyholder's account every month.
- b. IBNR reserve for death claims incurred but not reported to company as on the valuation date.
- c. Reserve to meet the guarantees for unit linked products.
- d. Non Unit reserves are calculated by discounting future non unit cash flow, determined based on assumptions given below:

i. Mortality & Morbidity:

Mortality is considered according to the Indian Assured Lives Mortality Table (2006-08) - Modified Ultimate and varies between 99% and 145% (varies by age), (last year 99% and 145% (varies by age) of Indian Assured Lives Mortality Table (2006-08)).

ii. Expenses:

Appropriate allowance for maintenance expenses increasing with inflation has been made. Provision for initial and renewal commission has also been made at actual rates payable.

iii. Valuation discount rate (for setting up of Non unit reserve):

4.5% p.a. (last year 4.5% p.a.)

iv. Unit growth rate:

4% to 10% (last year 4% to 10%) depending on the type of fund.

v. Margins for Adverse Deviation

The assumptions allow for suitable Margins for Adverse Deviation in the mortality, morbidity, expenses, lapses and valuation discount rate assumptions as required under regulations.

(c) Group Business:

Unearned Premium method for reserving is adopted for the Group yearly renewable term product. The Group Single Premium Mortgage/Credit products have been valued using the Gross Premium Method with allowance for future expected expenses. Provision for IBNR reserve has also been made as appropriate.

(d) Linked group business:

The reserves held under the unit-linked products are the fund balances as at 31 March, 2016.

(e) Reinsurance Credit

The reinsurance credit is calculated on unearned premium basis, based on the expected reinsurance premium outgo.

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(f) Provision for freelook period

An additional reserve is held for policies that are expected to be cancelled during the Free Look period. The method used to estimate this reserve is given below:

- A proportion of New Business Premium income during the period January 2016 to March 2016 is held as reserve.
- The proportion is arrived on the basis of actual reserving strain due to free look cancellations at previous year.

The proportion is determined as: (Reserving strain from free look cancelled NB policies that are sold during January 2015 - March 2015) / (NB Premium Income for the period January 2015 - March 2015).

Expected number of free look cancellations is calculated on the basis of the past experience and it is assumed that the business sold three months prior to the valuation date has a potential for cancellation.

Based on latest study, the proportion is in the range of 2.5%.

Discontinued Fund (Unit Linked): As per the regulations, the fund value of lapsed policies is transferred to a separate fund namely,

Discontinued Fund (UL), the returns for this funds are guaranteed as per Regulation 11 of IRDAI (Treatment of Discontinued Linked Insurance Policies) Regulations, 2010.

Discontinued Fund (VIP Pension): As per the regulations, the fund value of lapsed policies is transferred to a separate fund namely, Discontinued Fund (Pension), the returns for this funds are guaranteed as per Regulation 11 of IRDAI (Treatment of Discontinued Linked Insurance Policies) Regulations, 2010.

45 INVESTMENTS OF LIFE INSURANCE BUSINESS

The Company is maintaining separate funds for Shareholders and Policyholders as per section 11 (1B) of the Insurance Act, 1938. Investments and related incomes are segregated between Participating, Non Participating, Unit Linked, Annuity and Pension funds. In respect of policyholder funds, the allocation of cash / securities to policyholder is done on a daily basis.

As on 31 March, 2016, none of the investments of the Company have been classified as non-performing as per the income recognition norms issued by the IRDAI.

As on 31 March, 2016, none of the investments of the Company have been classified / categorised in the definition of Loans & Advances as per circular no 32/2/F&A/ Circular/169/Jan/2006-07. In view of this, the Company has not made any provisions.

46 OPERATING LEASE COMMITMENTS

Rent and Hire charges include Rs. 60.80 crores (PY Rs. 58.65 crores) towards lease of residential apartments, Office premises and Godowns. These are cancellable leases, renewable by mutual agreement. The lease term is for various number of years and renewable for further periods as per the lease agreements at the option of the company. In lease agreements, escalation clauses are present; however there are no restrictions imposed by the lease agreements. There are no sub-leases.

The future minimum lease amounts under non-cancellable operating lease in case of CML, CAIL, CBSEA, ESPEX and ELI are payable as follows:

	(Rs. in Crores)	
	2015-16	2014-15
Not later than one financial year	35.33	35.95
Later than one financial year but not later than five financial years	131.88	121.01
Later than five financial years	47.34	81.51

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

47. EARNINGS PER SHARE (EPS)

	(Rs. in Crores)	
	2015-16	2014-15
Details for calculation of basic and diluted earning per share:		
Profit after tax as per Statement of Profit and Loss and Minority Interest	713.70	614.55
Weighted average number of equity share (Numbers)	85,00,00,000	85,00,00,000
Basic and diluted earning per share (Rs.)	8.40	7.23

48. A UNHEDGED FOREIGN CURRENCY EXPOSURE

	(Rs. in Crores)	
	As at March 31, 2016	As at March 31, 2015
The following assets and liabilities in foreign currencies as at the Balance Sheet Date are not hedged		
Trade Receivables	52.35	43.07
Dividend and Technical fees receivable	0.11	0.11
Trade Payables for goods & Services	98.23	99.66
Buyers' Credit	102.50	33.28
	253.19	176.12

B HEDGED FOREIGN CURRENCY EXPOSURE

	(Rs. in Crores)	
	As at March 31, 2016	As at March 31, 2015
The following liability in foreign currencies as at the Balance Sheet Date is hedged		
Buyers' Credit (NIL (PY USD 12,93,771) - Forward Contract)	-	8.02
	-	8.02

49. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MSMED ACT, 2006

	(Rs. in Crores)	
	2015-16	2014-15
Principal amount due	8.13	9.27
Interest due on above	0.02	0.19
Amount of interest paid in terms of Sec 16 of the Micro, Small and Medium Enterprise Development Act, 2006	0.09	0.04
Amount of interest due and payable for the period of delay	0.02	0.19
Amount of interest accrued and remaining unpaid as at year end	0.13	0.29
Amount of further interest remaining due and payable in the succeeding year	-	-

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

50. CAPITAL AND OTHER COMMITMENTS

	(Rs. in Crores)	
	As at March 31, 2016	As at March 31, 2015
Commitment for acquisition of fixed assets	271.37	395.63
Commitment for investment	35.27	1.27
Other Commitments	55.03	71.68
	361.67	468.58

51. CONTINGENT LIABILITIES

	(Rs. in Crores)	
	As at March 31, 2016	As at March 31, 2015
Outstanding Bank Guarantees / Indemnity Bonds	26.73	29.68
Sales Tax demands	31.21	34.18
Excise Duty demands*	36.49	34.87
Service Tax demands**	243.58	246.81
Income Tax demands	18.27	16.60
Other claims being disputed	0.44	0.44
Other Contractual Obligation	14.05	12.52
Claim from a landlord, an appeal whereby is pending in Hon'ble Bombay High Court	Not Ascertainable	Not Ascertainable
	370.77	375.10

* Includes a Demand of Rs. 32.60 crores plus penalties, as applicable, for the period June 2006-May 2009 on the grounds that Excise Duty was payable on the MRP of batteries. The Company has contested applicability of The Standards of Weights & Measures Act, 1976 and Rules thereunder, as it is still to be adjudicated by the Hon'ble Supreme Court. Meanwhile, Company has been granted a stay on this Excise Duty demand by CESTAT, Kolkata.

**

- a) ELI has received three demand orders on December 28, 2012 from the Office of the Commissioner of Service tax with respect to excess utilisation of CENVAT credit for payments of service tax liability for the financial years 2008-09, 2009-10 & 2010-11 amounting to Rs. 231.23 crores. The authority has also demanded applicable interest for delay in payment of the service tax and an amount equivalent to the service tax demand as penalty. ELI has made a deposit of Rs. 17.00 crores on May 26, 2014 in respect of the above demands based on the stay order passed by CESTAT on April 1, 2014. The main matter is pending for hearing.
- b) ELI has received a demand order of Rs. 12.35 crores along with interest & penalty on December 24, 2014 from DGCEI with respect to sales promotion and agent training expenses from the PY 2008 to 2013. The company has made a pre-deposit of Rs. 0.93 crores (7.5%) along with the appeal filed before the Appellate Tribunal (CESTAT) against the order on March 20, 2015.
- c) During the year, CML has received an order from the Karnataka Appellate Tribunal at Bangalore relating to Karnataka State Value Added Tax dismissing the plea of the Company relating to Chloride Alloys India Limited (CAIL), which has been merged with the Company w.e.f. 1st April 2015. In terms of the share purchase agreement between the Holding Company and the erstwhile promoters of CAIL, all liabilities relating to this matter will be borne by the erstwhile promoters. The demand arising from the aforesaid matters is Rs. 28,04,64,753, including interest and penalty upto the date of service of the notice. The possible interest for the period thereafter upto the balance sheet date is expected to be approximately Rs. 13,95,00,000. The Company does not expect any liability to accrue in this matter as the amount is fully recoverable from the erstwhile promoters, as per the Share Purchase agreement, in case of any adverse decision at the higher forum. As an abundant precaution, the Share Purchase amount is still held in Escrow Account with the Bank between the Holding Company and erstwhile Promoters of CAIL. The Company/erstwhile Promoters propose to appeal against the order to the High Court.

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

Name of the entity	As at March 31, 2016			2015-16			As at March 31, 2015			2014-15		
	Net Assets, i.e.			Share in			Net Assets, i.e.			Share in		
	Total assets minus total liabilities			Profit or Loss			Total assets minus total liabilities			Profit or Loss		
	As% of Consolidated net assets	Amount (Rs. Crores)		As% of Consolidated net assets	Amount (Rs. Crores)		As% of Consolidated net assets	Amount (Rs. Crores)		As% of Consolidated net assets	Amount (Rs. Crores)	
Parent												
Exide Industries Limited	63.51%	2,800.76		85.92%	613.22		60.94%	2,340.76		88.70%	545.08	
Subsidiaries												
Chloride International Limited (CIL)	0.14%	6.17		0.06%	0.43		0.16%	6.12		0.07%	0.41	
Chloride Power Systems & Solutions Ltd. (CPSSL)	0.31%	13.52		0.23%	1.64		0.35%	13.31		0.69%	4.21	
Chloride Metals Ltd. (CML)	3.13%	137.98		2.27%	16.23		1.30%	49.86		0.06%	0.37	
Chloride Alloys India Ltd. (CAIL) (Refer note (v) of Principles of consolidation)	-	-		-	-		2.04%	78.54		0.59%	3.60	
Foreign												
Exide Life Insurance Company Limited (ELI)	30.96%	1,365.11		12.44%	88.76		33.23%	1,276.35		10.62%	65.26	
Chloride Batteries S. E. Asia Pte Ltd. (CBSEA) & its wholly owned subsidiary (Exide Batteries Pvt. Ltd.)	1.41%	62.26		-1.65%	(11.79)		1.42%	54.53		-1.31%	(8.04)	
Espex Batteries Limited (ESPEX)	0.11%	4.91		0.12%	0.87		0.11%	4.25		0.12%	0.82	
Associated Battery Manufacturers (Ceylon) Ltd. (ABML)	0.43%	19.17		0.61%	4.34		0.45%	17.32		0.46%	2.84	
Total	100.00%	4,409.88		100.00%	713.70		100.00%	3,841.04		100.00%	614.55	

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2016

- 53** ABML - a case has been filed against ABML with respect of the Public Nuisance and the case is based on the Public Nuisance caused by the impact to the environment as a result of dumping of wastes of ABML at a remote area in Kalatura. The management of ABML is of the view that the outcome of the litigation may not cause any adverse financial impact on ABML.

In the current year, the expense ratio of ELI as per erstwhile Rule 17D regulations for the current Financial Year is higher than the prescribed limit, the management is committed to bring down expense levels in line with the regulatory requirements. The management has drawn up a detailed plan to bring expense ratio within the allowable limits and as per current estimates the company expects to be within the prescribed limits by the end of the financial year 2016-17.

- 54** On March 30, 2016, the Ministry of Corporate Affairs notified the Companies (Accounting Standards) Amendment Rules, 2016, resulting in amendment in certain Accounting Standards. The Group is of the view that the said amendments shall come into effect from accounting periods commencing on or after the publication of the notification i.e. from the period starting April 01, 2016 onwards and hence no impact of the same has been given in these financial statements.

- 55** Previous year figures have been regrouped / rearranged where necessary.

S.R.Batliboi & Co. LLP

Registration Number: 301003E
Chartered Accountants

per **Kamal Agarwal**

Partner
Membership No. 58652
Mumbai, April 27, 2016

As Approved,
For and on behalf of the Board of Directors

J. Kumar
Secretary

P. K. Katakya
A. K. Mukherjee
Directors

Annexure

Form AOC-1

Statement containing salient features of the financial statement of subsidiaries

[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of the Companies (Accounts) Rules, 2014]

Part "A": Subsidiaries

1	2	3	4	5	6	7
Sl. No.	Name of the subsidiary	Chloride Power Systems & Solutions Ltd	Chloride International Ltd	Chloride Batteries S.E. Asia Pte. Ltd	Associated Battery Manufacturers (Ceylon) Ltd	Essex Batteries Ltd
3	Reporting period	31.03.2016	31.03.2016	31.03.2016	31.03.2016	31.03.2016
4	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	-	-	1 SGD = Rs. 48.98	1 SLR = Re 0.4532	1 GBP = Rs. 94.89
5	Share capital	1.98	0.45	47.69	2.87	0.97
6	Reserves & Surplus	10.91	5.72	14.57	30.83	3.89
7	Total assets	28.90	6.35	98.67	60.15	24.22
8	Total Liabilities	16.01	0.18	36.41	26.45	19.36
9	Investments	2.40	4.14	-	-	-
10	Turnover / Income from Operations	58.09	0.71	96.98	110.31	46.82
11	Profit before taxation	2.54	0.53	(14.67)	9.77	1.08
12	Provision for taxation	0.90	0.10	(2.88)	2.72	0.21
13	Profit after taxation	1.64	0.43	(11.79)	7.05	0.87
14	Proposed Dividend	-	-	-	-	-
15	% of shareholding	100	100	100	61.50	100

NOTE : During the year under review, pursuant to the scheme of Amalgamation sanctioned by Hon'ble High Court of Calcutta, Chloride Alloys India Limited, a wholly-owned Subsidiary of the Company was amalgamated with Chloride Metals Limited, another wholly-owned Subsidiary of the Company w.e.f. 1st March, 2016. Consequent upon the said amalgamation, Chloride Alloys India Limited ceased to be a Subsidiary of the Company.

Notes

[illegible]

[illegible]

PROXY FORM

Form No. MGT-11

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN: L31402WB1947PLC014919

Name of the Company: EXIDE INDUSTRIES LIMITED

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

69th Annual General Meeting – 19th July, 2016

Name of the Member(s)	:	
Registered Address	:	
E-mail ID	:	
Folio No. /Client ID	:	
DP ID	:	

I/We, being the member(s), holding.....shares of the above named company, hereby appoint:

(1)	Name	Address
	Email Id	Signature..... or failing him/her;
(2)	Name	Address
	Email Id	Signature..... or failing him/her;
(3)	Name	Address
	Email Id	Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 69th Annual General Meeting of the Company, to be held on Tuesday, 19th July, 2016 at 11.00 am at Kala Mandir, 48 Shakespeare Sarani, Kolkata – 700 017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	*	
Ordinary Business		For	Against
1.	Adoption of audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2016 and the Reports of the Directors and the Auditors thereon.		
2.	Confirmation of Interim dividend and declaration of final dividend.		
3.	Re-appointment of Mr. A K Mukherjee (DIN 00131626) who retires by rotation and, being eligible, offers himself for re-appointment.		
4.	Re-appointment of Mr. Nadeem Kazim (DIN 03152081) who retires by rotation and, being eligible, offers himself for re-appointment.		
5.	Appointment of Auditors.		
Special Business			
6.	Ratification of remuneration payable to Cost Auditors for FY 2016-17.		
7.	Appointment of Mr. Nawshir H Mirza (DIN 00044816) as an Independent Director.		
8.	Appointment of Mr. Gautam Chatterjee (DIN 00012306) as Managing Director and Chief Executive Officer.		
9.	Appointment of Mr. Arun Mittal (DIN 00412767) as a Whole Time Director.		
10.	Increase in remuneration by way of commission to Non-Executive Directors.		

Signed this.....day of....., 2016

Signature of Member(s).....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp

Note:

- This form 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 (on or before 17th July, 2016 at 11.00 a.m. IST).
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 69th Annual General Meeting.
- It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



Route map to the venue of the 69th AGM of Exide Industries Limited



Kala Mandir

48, Shakespeare Sarani, Kolkata 700 017



REGISTERED OFFICE

Exide Industries Limited
Exide House, 59E Chowringhee Road,
Kolkata 700 020
www.exideindustries.com