AMARA RAJA
Gotta be a better way

July 20, 2019

National Stock Exchange of India Limited
"Exchange Plaza", Bandra – Kurla Complex
Bandra East
Mumbai – 400 051
Scrip Code: AMARAJABAT

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001
Scrip Code: 500008

Dear Sir,

Sub: Scrutinizer's Combined Report on Remote e-voting and Poll at the 34th AGM held on Saturday, July 20, 2019

Further to our letter dated July 20, 2019 informing the voting results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Scrutinizer's combined report on remote e-voting and poll on businesses transacted at 34th Annual General Meeting of the Company held on July 20, 2019.

We request you to take on record the same and acknowledge.

Thanking you,

Yours faithfully,
For Amara Raja Batteries Limited

M R Rajaram
Company Secretary

Encl : a/a

V. Suresh, FCS
PCS • Insolvency Professional • Regd. Valuer of Financial Assets
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No. 28,I st Floor, Ganapathy Colony, IIIrd Street, Teynampet, Chennai - 600 018.

Scrutinizer's Report

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

Dated: 20th July 2019

To
The Chairman
M/s. Amara Raja Batteries Limited
Renigunta-Cuddapah Road, Karakambadi
Tirupati, Andhra Pradesh – 517520.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and voting on Poll at the AGM venue pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 34th Annual General Meeting of M/s. Amara Raja Batteries Limited held on Saturday, July 20, 2019 at 12:00 Noon at the Registered office situated at Renigunta - Cuddapah Road, Karakambadi, Tirupati - 517520.

I, V Suresh, Practising Company Secretary, have been appointed by the Board of Directors of M/s. Amara Raja Batteries Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting/ Poll at the Annual General Meeting (AGM) venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 34th Annual General Meeting (AGM) of the members of the Company, held on Saturday, July 20, 2019 at 12.00 Noon at the Auditorium situated at the Registered office situated at Renigunta - Cuddapah Road, Karakambadi, Tirupati - 517520.

The Notice dated 15th May 2019 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "Business Line" all editions and in a vernacular newspaper "Eeenadu" Chittoor edition on 28th June 2019.

V. SURESH * C.P. No. 6032 * Practising Company Secretary

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice of 34th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to presenting a Scrutinizer's Report on the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The Company had also provided for voting through Poll at the AGM venue at the 34th Annual General Meeting, to the shareholders who had not cast their vote earlier through remote e-voting facility.

The members of the Company as on the "cut-off" date i.e. July 13, 2019 were entitled to vote on the resolutions (items no. 1 to 10 as set out in the notice of the 34th AGM of the Company.)

Further to the above, I submit my report as under:-

Remote E-voting:

i. The e-voting period remained open from Wednesday, July 17, 2019 (9.00 a.m. IST) to Friday, July 19, 2019 (5.00 p.m. IST) (both days inclusive).

ii. The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.

iii. The Corporate members who had participated in the remote e-voting had provided scanned copy of the resolution passed at their Board of Directors Meeting for authorization to exercise their votes through e-voting.

Voting through Poll at the AGM venue:

i. The Company had provided the facility for voting through Poll at the AGM and members, who have not cast their vote by remote e-voting, were allowed to exercise their right to vote at the meeting.

ii. The polling papers in Form MGT-12 as per Section 109(5) of the Act and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the ballot box kept at convenient places in the venue.

iii. The locked ballot box was subsequently opened before me, in presence of two witnesses who were not in employment of the Company and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.

V. SURESH
C.P. No. 6032
Practising Company Secretary

Thereafter, the consolidated results containing, inter alia, list of Equity Shareholders, who voted "for", "against" or "abstained", in respect of the each of the resolutions that were put to vote, were generated from the e-voting website of M/s. Central Depository Services (India) Limited (CDSL), (i.e.) https://www.evotingindia.com and voting through Poll at the AGM venue, was prepared.

The consolidated results are as follows:

Resolution No 1: ***Ordinary Resolution***

Ordinary Business: ***Adoption of the audited standalone financial statements for the financial year ended March 31, 2019 together with the reports of the Board of Directors' and Auditors' thereon.***

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast	
Remote E-Voting	4,45,61,982	162	4,45,39,662	99.99	3	710	0.01	21,610
Voting through Poll at the AGM Venue	4,45,33,710	38	4,45,33,709	100.00	1	1	0.00	-
Total	**8,90,95,692**	**200**	**8,90,73,371**	**99.99**	**4**	**711**	**0.01**	**21,610**

Resolution No 2: ***Ordinary Resolution***

Ordinary Business: ***Adoption of the audited consolidated financial statements for the financial year ended March 31, 2019 together with Auditors' Report thereon.***

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast	
Remote E-Voting	4,45,61,982	162	4,45,39,662	99.99	3	710	0.01	21,610
Voting through Poll at the AGM Venue	4,45,33,710	38	4,45,33,709	100.00	1	1	0.00	-
Total	**8,90,95,692**	**200**	**8,90,73,371**	**99.99**	**4**	**711**	**0.01**	**21,610**

V. SURESH * Practising Company Secretary * C.P. No. 6032

Resolution No 3: ***Ordinary Resolution***

Ordinary Business: Confirmation of interim dividend and declaration of final dividend on the equity shares of the Company for the financial year 2018-19.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast	
Remote E-Voting	4,45,61,982	168	4,45,61,982	100.00	-	-	-	-
Voting through Poll at the AGM Venue	4,45,33,710	38	4,45,33,709	100.00	1	1	0.00	-
Total	**8,90,95,692**	**206**	**8,90,95,691**	**100.00**	1	1	0.00	-

Resolution No 4: Special Resolution

Ordinary Business: ***Re-appointment of Dr. Ramachandra N Galla (DIN 00133761), as a Director of the Company, liable to retire by rotation.***

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast	
Remote E-Voting	4,45,61,982	151	4,25,92,757	99.88	11	52,483	0.12	19,16,742
Voting through Poll at the AGM Venue	4,45,33,710	38	4,45,33,709	100.00	1	1	0.00	-
Total	**8,90,95,692**	**189**	**8,71,26,466**	**99.94**	**12**	**52,484**	**0.06**	**19,16,742**

V. SURESH C.P. No. 6032 Practising Company Secretary

Resolution No 5: Ordinary Resolution

Special Business: Ratification of the remuneration to be paid to the cost auditors of the Company for the financial year 2019-20.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast	
Remote E-Voting	4,45,61,982	160	4,45,60,991	99.99	8	991	0.01	-
Voting through Poll at the AGM Venue	4,45,33,710	38	4,45,33,709	100.00	1	1	0.00	-
Total	**8,90,95,692**	**198**	**8,90,94,700**	**99.99**	**9**	**992**	**0.01**	**-**

Resolution No 6: Special Resolution

Special Business: Approval for the payment of commission to Dr.Ramachandra N Galla (DIN 00133761) Non-Executive Chairman @ 3% p.a. for each of the financial years 2018-19 and 2019-20.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast	
Remote E-Voting	4,45,61,982	122	3,43,01,440	82.79	37	71,30,692	17.21	31,29,850
Voting through Poll at the AGM Venue	4,45,33,710	37	4,45,32,809	99.99	2	901	0.01	-
Total	**8,90,95,692**	**159**	**7,88,34,249**	**91.70**	**39**	**71,31,593**	**8.30**	**31,29,850**

V. SURESH C.P. No. 6032 Practising Company Secretary

Resolution No 7: Special Resolution

Special Business: Approval for the payment of Commission to Non-Executive Independent Directors of the Company for each of the financial years from 2018-19 to 2023-24.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast	
Remote E-Voting	4,45,61,982	144	4,26,33,464	99.97	17	11,676	0.03	19,16,842
Voting through Poll at the AGM Venue	4,45,33,710	37	4,45,32,809	99.99	2	901	0.01	-
Total	**8,90,95,692**	**181**	**8,71,66,273**	**99.99**	**19**	**12,577**	**0.01**	**19,16,842**

Resolution No 8: Special Resolution

Special Business: Approval for the payment of remuneration to Mr. Jayadev Galla (DIN 00143610), Vice Chairman & Managing Director @ 5% p.a. for the remaining tenure of this appointment i.e from April 1, 2019 to August 31, 2020.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast	
Remote E-Voting	4,45,61,982	62	2,02,00,659	48.76	97	2,12,31,473	51.24	31,29,850
Voting through Poll at the AGM Venue	4,45,33,710	35	4,45,32,807	99.99	4	903	0.01	-
Total	**8,90,95,692**	**97**	**6,47,33,466**	**75.30**	**101**	**2,12,32,376**	**24.70**	**31,29,850**

V. SURESH
C.P. No. 6032
Practising Company Secretary

Resolution No 9: Special Resolution

Special Business: Appointment of Mr. N Sri Vishnu Raju (DIN 00025063) as a Non-Executive Independent Director for a second term of five consecutive years from August 6, 2019 to August 5, 2024.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast	
Remote E-Voting	4,45,61,982	146	4,08,75,298	95.85	15	17,69,941	4.15	19,16,743
Voting through Poll at the AGM Venue	4,45,33,710	38	4,45,33,709	100.00	1	1	0.00	-
Total	**8,90,95,692**	**184**	**8,54,09,007**	**97.97**	**16**	**17,69,942**	**2.03**	**19,16,743**

Resolution No 10: Special Resolution

Special Business: Appointment of Mr. T. R. Narayanaswamy (DIN 01143563) as a Non-Executive Independent Director for a second term of five consecutive years from August 6, 2019 to August 5, 2024.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast	
Remote E-Voting	4,45,61,982	87	3,20,65,799	75.19	75	1,05,79,441	24.81	19,16,742
Voting through Poll at the AGM Venue	4,45,33,710	38	4,45,33,709	99.99	1	1	0.01	-
Total	**8,90,95,692**	**125**	**7,65,99,508**	**87.86**	**76**	**1,05,79,442**	**12.14**	**19,16,742**

V. SURESH C.P. No. 6032 Practising Company Secretary

All the resolutions have been passed with requisite majority.

The Ballot Papers collected at the AGM Venue have been handed over to the Company.

Thanking you,

Yours Faithfully,

V Suresh
Practising Company Secretary
CP No. 6032

V. SURESH
C.P. No.
6032
Practising Company Secretary