

Notice of the Annual General Meeting

To the members of
Amara Raja Batteries Limited

NOTICE is hereby given that the 30th annual general meeting of the members of Amara Raja Batteries Limited will be held on Friday, August 14, 2015 at 11:30 a.m. at the registered office of the Company situated at Renigunta-Cuddapah Road, Karakambadi-517520, Tirupati, Andhra Pradesh to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2015 together with the reports of the Board of Directors' and Auditors' thereon.
2. To declare a dividend on equity shares for the financial year ended March 31, 2015.
3. To appoint auditors and fix their remuneration and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an ordinary resolution:

"RESOLVED that pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014 as amended from time to time, M/s. Brahmayya & Co., Chartered Accountants Firm Registration No. 000513S and M/s. Deloitte Haskins & Sells LLP, Chartered Accountants Firm Registration No. 117366W be and they are hereby appointed as the joint statutory auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the 35th annual general meeting of the Company (subject to ratification of such appointment at every annual general meeting) on a remuneration of ₹ 50,00,000 (Rupees Fifty Lakhs only) plus reimbursement of out of pocket expenses and applicable taxes and the Board of Directors of the Company be and they are hereby authorised to pay such increased audit fees as they may deem fit."

SPECIAL BUSINESS:

4. To appoint Mr. Bruce Arden Ronning Jr. (DIN: 06938974) as a Director and in this regard to consider and if thought fit, to pass, with or with modification(s), the following resolution as an ordinary resolution:

"RESOLVED that pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Bruce Arden Ronning Jr. (DIN: 06938974) who was appointed as a Director of the Company with effect from August 6, 2014 by the Board of Directors in

the casual vacancy caused by the resignation of Mr. Eric Stuart Mitchell (DIN: 06561619), who holds office upto the date of Annual General Meeting under Section 161 of the Act and Article 94 of the Articles of Association of the Company, being eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. To appoint Ms. Bhairavi Tushar Jani (DIN: 00185929) as an Independent Director and in this regard 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, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, as amended from time to time and clause 49 of the listing agreement entered into with the stock exchanges, Ms. Bhairavi Tushar Jani (DIN: 00185929), who was appointed as an Additional Director of the Company with effect from March 28, 2015 by the Board of Directors, who holds office upto the date of Annual General Meeting under Section 161 of the Act and Article 95 of the Articles of Association of the Company, being eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years effective from August 14, 2015."

6. To re-appoint Mr. Jayadev Galla (DIN : 00143610) as Vice Chairman and Managing Director of the Company and fix his remuneration and in this regard 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, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (Act), the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and read with Schedule V to the Act, as amended from time to time, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Jayadev Galla (DIN : 00143610) as the Vice Chairman and Managing Director of the Company for a period of five years with effect from September 1, 2015 (i.e. from September 1, 2015 to August 31, 2020) on the terms and conditions including remuneration as recommended by

the Nomination and Remuneration Committee which is set out in the explanatory statement annexed to the notice convening this annual general meeting.

RESOLVED FURTHER that the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter and vary the terms and conditions of the said appointment and remuneration including authority to determine/ vary from time to time the amount of salary, perquisites, other benefits and allowances and commission payable to Mr. Jayadev Galla in such manner as may be agreed to between the Board and Mr. Jayadev Galla, subject to the total remuneration not exceeding five percent (5%) of the net profits of the Company per annum and to do all such acts, deeds, matters and things as it may, in its sole and absolute discretion deem necessary, expedient, usual or proper to give effect to this resolution."

7. To pay commission to Dr. Ramachandra N Galla, Chairman (DIN: 00133761) and in this regard 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 197 and all other applicable provisions, if any, of the Companies Act, 2013 (Act), as amended from time to time, approval of the members of the Company be and is hereby accorded for the payment of Commission at the rate of three percent (3%) of the net profits of the Company per annum calculated in accordance with the provisions of Section 198 of the Act to Dr. Ramachandra N Galla, Non-Executive Chairman for a period of five years commencing from September 1, 2015.

RESOLVED FURTHER that the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its sole and absolute discretion deem necessary, expedient, usual or proper to give effect to this resolution."

8. To pay commission to Non-Executive Independent Directors and in this regard 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 197 and all other applicable provisions, if any, of the Companies Act, 2013 (Act), as amended from time to time, in addition to the sitting fees being paid/payable for attending the meetings of the Board of Directors and Committee(s) thereof, approval of the members of the Company be and is hereby accorded for the payment of Commission to Non-Executive Independent Directors, in such sum or proportion, in such manner and in all respects as determined by the Board, provided the aggregate of such commission shall not exceed one percent (1%) of

the net profits of the Company per annum calculated in accordance with the provisions of Section 198 of the Act for a period of five years commencing from September 1, 2015.

RESOLVED FURTHER that the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its sole and absolute discretion deem necessary, expedient, usual or proper to give effect to this resolution."

9. To ratify the remuneration of the Cost Auditors for the financial year 2015-16 and in this regard 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 148 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s. Sagar & Associates, Cost Accountants, Hyderabad, Firm Registration No. 000118, appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2015-16 at a remuneration of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) plus reimbursement of out of pocket expenses and applicable taxes be and is hereby ratified.

RESOLVED FURTHER that any of the Director or Key Managerial Personnel of the Company be and they are hereby severally authorised to do all acts and take all steps as may be necessary, proper or expedient to give effect to this resolution."

10. To approve the borrowing powers of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a special resolution:

"**RESOLVED** that in supersession of resolution passed pursuant to Section 293(1)(d) of the Companies Act, 1956 at the Annual General Meeting of the Company held on August 14, 2006 and pursuant to Section 180(1)(c) of the Companies Act 2013 ('Act') and all other applicable provisions, if any, of the Act, as amended from time to time, and the Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors or Committee of the Board of Directors (hereinafter referred to as "the Board") to borrow from time to time any sum or sums of money as may be required for the purpose of the business of the Company on such terms and conditions and with or without the security as the Board may think fit, from any one or more banks, financial institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained

from the Company's bankers in the ordinary course of business) shall not at any time exceed an amount of ₹ 500 crores (Rupees Five Hundred Crores only) over and above the aggregate of the paid-up share capital and free reserves of the Company and that the Board be and is hereby empowered and authorised to decide on the terms and conditions in relation to such borrowings from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion deem fit.

RESOLVED FURTHER that for the purpose of giving effect to this resolution the Board be and is hereby authorised to finalise, settle and execute such documents/deeds/writings/agreements as may be required and do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper and to settle any question, difficulty or doubt that may arise in respect of the borrowing(s) aforesaid."

11. To authorise the Board to create charge on properties of the Company, both present and future and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

"**RESOLVED** that in supersession of resolution passed pursuant to Section 293(1)(a) of the Companies Act, 1956 at the Annual General Meeting of the Company held on August 14, 2006 and pursuant to Section 180(1)(a) of the Companies Act 2013 ('Act') and other applicable provisions, if any, of the Act, as amended from time to time, and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors or Committee of the Board of Directors (hereinafter referred to as the "Board") to create charge, pledge, mortgage and hypothecation in addition to existing charge, pledge, mortgage and hypothecations already created by the Company, in such form, manner, ranking and at such time and on such terms and conditions as the Board may deem fit in the interest of the Company, on all or any of the immovable and/ or movable properties of the Company, both present and future, and/or any other assets or properties, either tangible or intangible, of the Company and/or the whole or any part of the undertaking(s) in favour of the Lender(s) for securing the borrowing availed or to be availed by the Company by way of loan, subject to the limits approved by the members under Section 180 (1) (c) of the Act together with the interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia of prepayment, all other costs, charges and expenses and all other monies payable by the Company in terms of the Loan Agreement(s)/ Heads of Agreement(s) or any other document, entered into/to be entered into between the Company and the Lender(s) in respect of the said loan(s)/borrowing(s).

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents/deeds/writings/agreements as may be required and do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid."

12. To authorise the Board to enter into agreement(s)/ contract(s) with Mangal Industries Limited and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

"**RESOLVED** that pursuant to Clause 49 VII of the listing agreement entered into with the stock exchanges, consent of the members of the Company be and is hereby accorded to the Board of Directors ("Board") for entering into contract/arrangement/transactions with M/s. Mangal Industries Limited (MIL), a related party as defined under Section 2(76) of the Companies Act, 2013 and Clause 49 VII(B)(2) of the listing agreement for the purchase, sale or supply of products, materials, availing or rendering of services or any other obligations including leasing of property on such terms and conditions as may be mutually agreed upon by the Company and MIL upto an estimated amount of Rs. 600 Crores in each financial year, on such terms and conditions as may be mutually agreed upon between the Company and MIL.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of the Directors be and are hereby authorised to decide upon the nature and value of products, materials, goods or services to be transacted with MIL within the aforesaid limits.

RESOLVED FURTHER THAT the Board of the Directors be and are hereby authorised do all such acts, deeds and things, as it may in its absolute discretion deem necessary, to give effect to the above resolution."

By Order of the Board
For Amara Raja Batteries Limited

Place: Hyderabad
Date: July 15, 2015

M R Rajaram
Company Secretary

CIN: L31402AP1985PLC005305

Registered Office:

Renigunta-Cuddapah Road
Karakambadi, Tirupati – 517 520
Andhra Pradesh

Tel: 91 (877) 226 5000

Fax: 91 (877) 228 5600

E-mail: investorservices@amararaja.co.in

Website: www.amararaja.co.in

Notes:

1. A Member entitled to attend and vote at the annual general meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy so appointed need not be a member of the Company. A person can't act as proxy on behalf of members exceeding fifty and holding in the aggregate more than ten percent of the total share capital of the Company carrying voting rights.

The proxy form in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

2. Corporate member(s) intending to send their authorised representative(s) to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 (Act) authorising their representatives to attend and vote on their behalf at the meeting.
3. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to the special business to be transacted at the meeting, is annexed hereto.
4. The registers i.e Register of Directors and Key Managerial Personnel and Register of Contracts or Arrangements maintained under Section 170 and Section 189 of the Act will be available for inspection to the members at the meeting.
5. The register of members and share transfer books of the Company will remain closed from Saturday, August 8, 2015 to Friday, August 14, 2015 (both days inclusive), for the purpose of determining the entitlement of member to the dividend for the financial year 2014-15, if declared at the meeting.
6. The dividend, if declared, shall be paid on or before August 31, 2015 to those members whose name appear in the register of members as on the date of the meeting. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of August 7, 2015 as per the details furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
7. The copies of the Annual Report 2014-15 including the notice of the 30th Annual General Meeting of the Company, inter-alia, indicating the process and manner of e-voting, Attendance Slip and Proxy Form are being sent by electronic mode to all the members whose email-ids are registered with the Company/Depositories for communication purposes. For members who have not registered their email address, the aforesaid documents are being sent in the permitted mode.

8. Members may also note that the notice of the 30th annual general meeting, proxy form and the Annual Report 2014-15 will be available on the Company's website www.amararaja.co.in. The physical copies will also be available at the registered office of the Company for inspection during normal business hours on working days.
9. Additional information pursuant to Clause 49 of the listing agreement entered with the Stock Exchanges in respect of the directors seeking appointment/ re-appointment at the meeting are furnished and forms part of the Notice.
10. Members are advised to refer to the shareholders' referencer placed on the Company's website www.amararaja.co.in covering various aspects such as investor services and grievance handling mechanism, recommendations of the Company to the shareholders, dividend, ECS facility and its requirements, unclaimed/unpaid dividend, unclaimed shares, dematerialisation/rematerialisation of shares, transfer/transmission / transposition / duplicate certificates, etc, nomination facility, miscellaneous matters and other information. Members are also advised to refer to the general shareholders' information in the corporate governance section of the annual report to know more information pertaining to shares of the Company.
11. To support the 'Green Initiative', members who have not registered their e-mail addresses so far are requested to register their e-mail address with RTA/Depositories for receiving all communication(s) including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. Members seeking any information with regard to the financial statements, are requested to write to the Company atleast 7 days before the meeting so as to enable the management to keep the information ready at the meeting.
13. Members are requested to handover the attendance slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall.
14. **Voting through electronic means:** In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company is providing e-voting facility to the members to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means. The members may cast their vote using an electronic voting system from a place other than the venue of the meeting ('Remote e-voting'). The Company has engaged the services of Karvy Computershare Private Limited (Karvy) as the authorised agency to provide e-voting facilities. Instructions for e-voting are given in note no.20.

15. **Voting at AGM:** The facility for voting through polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the AGM.
16. The Board of Directors has appointed Shri V.Suresh, a Practicing Company Secretary, (Membership No.FCS 2969) as a Scrutinizer to scrutinize the voting and remote e-voting process and Poll at AGM in a fair and transparent manner.
17. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than three (3) working days from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman or a person authorised by him in writing who shall countersign the same.
18. The Results shall be declared by the Chairman or by an authorised by him and the resolutions will be deemed to have been passed on the date of AGM, subject to receipt of requisite number of votes in favour of resolutions.
19. After declaration of the results, the same along with the Scrutinizer's Report(s) will be available on the website of the Company (www.amararaja.co.in) and on Karvy's website (<https://evoting.karvy.com>) and communicated to BSE Limited and National Stock Exchange of India Limited
20. **E-Voting instructions:** The instructions and other information relating to e-voting are as under:
 - A. In case a Member receives an e-mail from Karvy [for Members whose email addresses are registered with the Company/ Depositories.
 - i. Open internet browser by typing the URL: <https://evoting.karvy.com>
 - ii. Enter the login credentials (i.e. User ID and password) which will be sent separately. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the E-Voting Event Number for AMARA RAJA BATTERIES LIMITED.
 - vii. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: vsureshpcs@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Amara Raja Batteries Limited_30th AGM."
- B. In case a Member receives physical copy of the Annual General Meeting Notice [for Members whose email IDs are not registered with the Company / Depository Participant(s)]:

- i. User ID and initial password-These will be sent separately.
- ii. Please follow all steps from Sr.No.(i) to (xii) as mentioned in (A) above, to cast your vote.

In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.

Other Instructions

- i. The e-voting period commences on Tuesday, August 11, 2015 (9:00 AM IST) and ends on Thursday, August 13, 2015 (5:00 PM IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form as on August 8, 2015 i.e cut off date may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, he / she / it shall not be allowed to change it subsequently.
- ii. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e August 8, 2015. A person, whose name is recorded in the register of members or in the register beneficial owners maintained by the Depositories as on the cut-off date i.e August 8, 2015 shall only be entitled to avail the facility of remote e-voting and voting at the meeting through ballot.
- iii. Any person who becomes a member of the Company after the dispatch of the notice of the meeting and holding shares as on the cut-off date i.e August 8, 2015, may write to evoting@karvy.com or to the Company at investorservices@amararaja.co.in or call requesting for User ID and password. On receipt of User ID and password, the steps from sl nos. (i) to (vii) mention in the note 20 (A) above should be followed for casting their vote. If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

Statement pursuant to Section 102 (1) of the Companies Act, 2013(Act)

The following statement sets out all material facts relating to special business mentioned in the accompanying notice dated July 15, 2015 and shall be taken as forming part of the notice.

Item No. 4

Mr. Bruce Arden Ronning Jr. (Mr. Bruce) was appointed as Director of the Company by the Board with effect from August 6, 2014, in the casual vacancy caused by the resignation of Mr. Eric Stuart Mitchell, pursuant to Section 161 of the Companies Act, 2013 (Act) and holds office upto the date of this Annual General Meeting as Mr. Eric Stuart Mitchell was liable to retire by rotation at this meeting.

The Company has received a notice in writing under Section 160 of the Act, from a member along with requisite deposit amount proposing the candidature of Mr. Bruce for the Office of Director of the Company under Section 152 of the Act. The Company has received from Mr. Bruce the requisite disclosures/declarations pursuant to the provisions of the Act.

The particulars of Mr. Bruce viz., qualification, expertise and directorships and memberships of other Board Committees are furnished in this annual report and forms part of this notice.

Mr. Bruce is interested in the resolution set out at item no. 4 of this notice with regard to his appointment as a Director.

Item No. 5

Ms. Bhairavi Tushar Jani (Ms. Bhairavi) was appointed as an Additional Director of the Company by the Board with effect from March 28, 2015, pursuant to section 161 of the Companies Act, 2013 and holds office upto the date of the Annual General Meeting.

The Company has received a notice in writing under Section 160 of the Act, from a member along with deposit of requisite amount proposing the candidature of Ms. Bhairavi for the office of an Independent Director under Section 149 of the Act. The Company has received from Ms. Bhairavi the requisite disclosures/declarations pursuant to the provisions of the Act.

In the opinion of the Board of Directors, Ms. Bhairavi fulfils the conditions specified in the Act, the Rules made thereunder for appointment as an Independent Director and she is independent of the Management. A copy of the draft letter of her appointment setting out the terms and conditions is available for inspection without any fee by the members at the registered office of the Company during normal business hours on working days upto the date of Annual General Meeting.

Ms. Bhairavi is interested in the resolution set out at item no. 5 of this Notice with regard to her appointment as an Independent Director.

Item No. 6

The present tenure of Mr. Jayadev Galla as Managing Director of the Company will expire on August 31, 2015. Under the dynamic and able leadership of Mr. Jayadev Galla the Company crossed various milestones and enhanced the stakeholders' value. Taking into consideration, the valuable contributions made by Mr. Jayadev Galla and the need for his strategic directions for the future growth of the Company, the Nomination and Remuneration Committee recommended his re-appointment on the terms and conditions including remuneration as set out hereunder.

As recommended by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 28, 2015 unanimously approved the re-appointment of Mr. Jayadev Galla as the Vice Chairman and Managing Director of the Company for a period of five years (with effect from September 1, 2015 to August 31, 2020), pursuant to the provisions of the Companies Act, 2013, subject to the approval of the members of the Company.

The broad particulars of the terms and conditions of appointment including remuneration payable to Mr. Jayadev Galla are as follows:

1. The Vice Chairman and Managing Director shall, subject to the supervision and control of the Board of Directors carry out such duties as may be entrusted to him by the directors and shall exercise such powers as are delegated to him by the Board of Directors.
2. Period of agreement: 5 years from September 1, 2015 to August 31, 2020
3. Remuneration comprising of salary and commission shall be as follows:

Salary : ₹ 20,00,000 per month

Commission : Five per cent (5%) of the net profits of the Company, inclusive of salary and perks.

4. Perquisites/benefits

House rent allowance/accommodation

House rent allowance as may be applicable to the employees of the Company or provision of furnished accommodation.

Medical reimbursement

Reimbursement of medical expenses incurred for self and family and dependent parents, subject to a ceiling of one month's salary per year.

Leave travel concession

Leave Travel Concession for self and family to and from any place in India, once in a year in accordance with the rules of the Company.

Provident fund

Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

Leave encashment

Encashment of leave at the end of tenure as per the rules of the Company.

Gratuity

Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

Car

Company's car with driver for business purposes.

Telephone

Telephone / Communication facilities at residence for business purposes.

Club fee

Club fee subject to a maximum of two clubs. No admission and life membership fee will be paid.

5. Overall remuneration

The aggregate of salary, commission and perquisites in any financial year shall not exceed 5% of the net profits of the Company.

6. Minimum remuneration

Where in any financial year, during the tenure of Mr. Jayadev Galla, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Jayadev Galla, remuneration by way of salary, commission and perquisites not exceeding the limits as specified under Section II of Part II of Schedule V to the Act, as amended from time to time.

7. The Vice Chairman and Managing Director shall be entitled to reimbursement of all actual expenses or charges including travel, entertainment or other out-of-pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business.
8. The terms and conditions of the said re-appointment and/or agreement may be altered, enhanced or varied from time to time by the Board as it may, in its discretion, deem fit.
9. The agreement may be terminated by either party after giving the other party three (3) months' notice.
10. The Vice Chairman and Managing Director shall not be entitled to receive any fees for attending meetings of the Board/Committee.

In order to give effect to the re-appointment of Mr. Jayadev Galla as the Vice Chairman and Managing Director of the Company, the approval of the members of the Company

by way of an ordinary resolution is required and therefore the resolution is placed before the members for their consideration and approval.

Mr. Jayadev Galla and Dr. Ramachandra N Galla are interested in the resolution set out at item no. 6 of this Notice.

The relatives of Mr. Jayadev Galla may be deemed to be interested in the resolution set out at item no. 6 of this notice, to the extent of their shareholding interest in the Company.

Item Nos. 7 and 8

At the annual general meeting held on July 29, 2010, the members of the Company had approved the payment of commission @ 3% of the net profits of the Company per annum to Dr. Ramachandra N Galla, Non Executive Chairman and also the commission to Non-Executive Independent Directors in such sum and proportion as the Board may deem fit, provided the aggregate of such commission to Non-Executive Independent Directors shall not exceed @ 1% of net profits of the Company per annum for a period of five years commencing from September 01, 2010.

The Company had also obtained the necessary prior approval of the Central Government under the erstwhile Companies Act, 1956 for the payment of aforesaid commission.

The Nomination and Remuneration Committee considered the invaluable contributions made by Dr. Ramachandra N Galla for the growth of the Company. Considering his rich experience and the inputs/advice provided by him to the Company, the Committee felt that he needs to be adequately compensated. Accordingly the Nomination and Remuneration Committee recommended to the Board the payment of commission on profits at the rate of 3% of the Profits of the Company for each of the financial year, for a period of five years commencing from September 1, 2015.

The Non-Executive Independent Directors of the Company brings to the Board their domain expertise and rich experience across a wide spectrum of functional areas. The Board felt that the Non-Executive Independent Directors need to be compensated adequately for their time and efforts in discharging their duties under the Act.

The Board of Directors at their meeting held on May 28, 2015 unanimously approved the payment of commission, subject to the approval of the members, as set out in the item nos. 7 and 8 of this notice

Dr. Ramachandra N Galla, Non-Executive Chairman and the Non-Executive Independent Directors, are concerned or interested in this resolution to the extent that they would be entitled to receive commission as may be payable to them from time to time, if approved by the members.

The relatives of Dr. Ramachandra N Galla and Non-Executive Independent Directors may be deemed to be interested in the

resolution set out at item nos. 7 and 8 of this notice, to the extent of their shareholding interest, if any, in the Company.

Item No. 9

The Board of Directors at their meeting held on May 28, 2015, on recommendation of the Audit Committee, approved the appointment of M/s. Sagar & Associates, Cost Accountants, Hyderabad as cost auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2015-16 on a remuneration of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) plus reimbursement of out of pocket expenses and applicable taxes.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, consent of the members is sought by way of ordinary resolution as set out at item no. 9 of the notice ratifying the remuneration payable to the Cost Auditors for the financial year 2015-16.

Item Nos. 10 and 11

The members of the Company at the Annual General Meeting held on August 14, 2006, had accorded their approval by way of an ordinary resolution as per the provisions of the erstwhile Companies Act, 1956 to the Board of Directors or committee thereof:

- a. To borrow money from the lenders, provided that the monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall, at any time, not to exceed ₹ 500.00 Crore (Rupees five hundred crore only), over and above the paidup capital and free reserves.
- b. To mortgage and or create charge, on all or any of the immovable and/ or movable properties of the Company, both present and future, and/or the whole or any part of the undertaking(s) in favour of the bankers/lenders.

However, as per the provisions of Section 180 of the Companies Act, 2013, approval of Members of the Company by way of a Special Resolution is required to borrow monies exceeding the aggregate of its paid up capital and free reserves (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company. The Company secures the money borrowed by it by creating charge/lien/mortgage on the properties of the

Company, which may be deemed to be sale/lease as per the provisions of Section 180 of the Act

In view of the aforesaid provisions, the resolutions under Sections 180 (1) (c) and 180 (1) (a) of the Companies Act, 2013 by way of special resolution are set out at item no. 10 and 11 authorising the Board or Committee thereof to borrow and to create charge, pledge, mortgage etc on the assets of the Company for securing the borrowings, provided that the total amount that may be borrowed by the Board shall not at any time exceed ₹ 500.00 Crore over and above the aggregate of the paid-up share capital and free reserves of the Company.

Item No. 12

Mangal Industries Limited (MIL), is a related party in terms of Section 2(76) of the Companies Act, 2013. MIL was promoted by the Galla Family as a means to source quality components for batteries. The Company sources quality components needed for the batteries from MIL. The pricing of the components are competitive and are at an arm's length basis.

During the year ahead, keeping in view of the future business projections, the cumulative transactions with MIL is estimated at Rs. 600 crores, which exceeds 10% of the audited turnover of the Company and are deemed to be "material" in nature as defined Clause 49 VII of the Listing Agreement.

Accordingly, the item no.12 is being proposed for the approval of the members by way of special resolution in terms of explanation (ii) to Clause 49 VII (E) of the listing agreement.

Dr. Ramachandra N Galla, Chairman and Mr. Jayadev Galla, Vice Chairman and Managing Director to the extent of their shareholding in the Company are interested in the resolution set out in the enclosed notice. The relatives of Dr. Ramachandra N Galla, Chairman and Mr. Jayadev Galla, Vice Chairman and Managing Director may be deemed to be concerned or interested to the extent of their shareholding interest, if any, in the Company in the said resolution.

By Order of the Board
For Amara Raja Batteries Limited

Place: Hyderabad
Date: July 15, 2015

M R Rajaram
Company Secretary

Pursuant to clause 49 of the listing agreement entered into with the stock exchanges, brief particulars of the directors proposed for re-appointment/ appointment at the annual general meeting are given below

I. Name of the Director	Mr. Bruce Arden Ronning Jr.
Date of Birth	May 14, 1961
Qualification	Bachelor of Science in Management from University of Maryland, USA
Expertise	<p>Mr. Bruce. is the Vice President and General Manager of Asia Pacific, Power Solutions, Johnson Controls INC responsible for leading the Power Solutions Asia Pacific aftermarket business.</p> <p>Prior to this, he served as the Vice President and General Manager EMEA, responsible for the Power Solutions aftermarket business for Europe, Middle East and Africa.</p> <p>Prior to joining Johnson Controls, Mr. Bruce was the National Sales Manager for Snap-On Tools, John Bean Wheel Service Equipment division, North America.</p>
Name(s) of other Companies in which Directorships held	Nil
Name of other Companies (other than Amara Raja Batteries Limited) in which Committee membership (s)/Chairmanship (s) held	Nil
Total shares held by him in the Company	Nil
Relationship with other directors	Not related to any other director of the Company
II. Name of the Director	Ms. Bhairavi Tushar Jani
Date of Birth	May 14, 1979
Qualification	Bachelor of Science in Business with Magna Cum Laude from Miami University, Ohio, USA
Expertise	<p>Ms. Bhairavi is a fourth generation entrepreneur, developmental enthusiast and an avid venture philanthropist.</p> <p>Presently, she is an Executive Director at SCA Group of Companies founded in 1896. AfterPost graduation she started her career with KPMG Consulting in Washington D.C and most of her project work was in the area of supply chain, public services consulting and business process reengineering.</p> <p>She started her entrepreneur journey in 2001 by setting up a fourth party logistics company in India called i3pl and exited in 2005 before joining SCA Group of Companies.</p> <p>She has received honors and awards amongst include, Stree Shakti (Woman Power) person by CNBC Awaaz and featured as a Young Turk by CNBC TV 18.</p>
Name(s) of other Companies in which Directorships held	<p>Nijoy Freight Systems Private Limited</p> <p>Ritu Freight and Transport Services Private Limited</p> <p>Metro Call Private Limited</p> <p>Transmart (India) Private Limited</p> <p>Span Design & Solution Service Private Limited</p> <p>Scmooth (India) Private Limited</p> <p>MOI Education Private Limited</p> <p>Albatross Logistics Centre (India) Private Limited</p>
Name of other Companies in which Committee membership (s)/Chairmanship (s) held	Nil
Total shares held by her in the Company	Nil
Relationship with other directors	Not related to any other director of the Company.

III. Name of the Director	Mr. Jayadev Galla
Date of Birth	March 24, 1966
Qualification	Bachelors degree in Political Science and Economics from University of Illinois, USA
Expertise	Mr. Jayadev Galla has been the Managing Director of Amara Raja Batteries Limited since August, 2003. Under his guidance and leadership, the Company has achieved many milestones, expanded its footprint in overseas markets especially in the Indian Ocean Rim and increased the stakeholders value. Prior to joining the Company, he served as International Sales Executive, GNB Battery Technologies, Inc., USA (now part of Exide Technologies, Inc., USA)
Name(s) of other Companies in which Directorships held	Amara Raja Power Systems Limited Mangal Industries Limited Amara Raja Electronics Limited Amara Raja Infra Private Limited Amara Raja Industrial Services Private Limited Amaron Batteries Private Limited RNGalla Family Holding Private Limited Nine Nines Lifestyle Private Limited
Name of other Companies in which Committee membership (s)/Chairmanship (s) held	Nil
Total shares held by him in the Company	1,28,21,984 equity shares of ₹ 1 each
Relationship with other directors	Son of Dr. Ramachandra N Galla, Chairman of the Company

