

NOTICE OF THE ANNUAL GENERAL MEETING

To the members of
Amara Raja Batteries Limited

NOTICE is hereby given that the 31st annual general meeting of the members of Amara Raja Batteries Limited will be held on Saturday, August 6, 2016 at 2:30 p.m. at the registered office of the Company situated at Renigunta-Cuddapah Road, Karakambadi, Tirupati, Andhra Pradesh - 517 520 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, 2016 together with the reports of the Board of Directors' and Auditors' thereon.
2. To confirm the payment of interim dividend of ₹ 4.25/-per equity share of ₹ 1/- each as final dividend for the financial year ended March 31, 2016.
3. To appoint a director in place of Dr. Ramachandra N Galla (DIN: 00133761) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
4. To ratify the appointment of 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 the provisions of 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, the appointment of joint statutory auditors i.e M/s. Brahmayya & Co., Chartered Accountants, Firm Registration No. 000513S and M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Firm Registration No. 117366WW-100018 which was approved at the Annual General Meeting held on August 14, 2015 to hold office for a term of 5 years i.e from the conclusion of 30th annual general meeting until the conclusion of the 35th annual general meeting of the Company, be and is hereby ratified from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration of Rs. 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:

5. To appoint Mr. Raphael John Shemanski (DIN: 07462586) as a 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 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. Raphael John Shemanski (DIN: 07462586) who was appointed as an Additional Director of the Company with effect from March 19, 2016 by the Board of Directors, who holds office upto the date of this 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 his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. To ratify the remuneration of the Cost Auditors for the financial year 2016-17 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 2016-17 at a remuneration of Rs. 3,50,000/- (Rupees Three 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."

By Order of the Board
For Amara Raja Batteries Limited

Place: Hanover, Germany

Date: May 24, 2016

M R Rajaram
Company Secretary

Corporate Identification Number (CIN): L31402AP1985PLC005305

Registered Office:

Renigunta-Cuddapah Road

Karakambadi, Tirupati

Andhra Pradesh – 517 520

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” or “AGM”) 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 act as proxy on behalf of members upto and **not exceeding fifty and holding in the aggregate not 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 duly 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. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the directors seeking appointment/ re-appointment at the meeting is furnished and forms part of the Notice.
5. 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 respectively will be available for inspection to the members at the meeting.
6. The copies of the Annual Report 2015-16 including the notice of the 31st 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.
7. Members may also note that the notice of the 31st annual general meeting, proxy form and the Annual Report 2015-16 shall be placed 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.
8. The route map to the venue of the meeting is furnished herewith and forms part of the Notice.
9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Share Transfer Agents, Cameo Corporate Services Limited (“Cameo”) cannot act on any request received directly from the members holding

shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the concerned Depository Participant by the members.

10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
11. Members holding shares in physical form are requested
 - to advise any change in their address immediately to Cameo Corporate Services Limited.
 - to update their Bank details already registered with Company/ Cameo Corporate Services Limited or register their bank details by submitting the duly completed National Electronic Clearing Services (NECS) mandate form attached to this annual report and forward the same to the Cameo Corporate Services Limited to enable the Company to remit the dividend through NECS.
12. 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.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in 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 can submit their PAN to the Cameo Corporate Services Limited, Chennai.
14. 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.
15. 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.
16. **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 to time and the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. 22.

17. **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.
18. The Board of Directors has appointed Shri V.Suresh, a Practicing Company Secretary, (Membership No. FCS 2969 and CP No. 6032) as a Scrutinizer to scrutinize the remote e-voting process and poll at AGM in a fair and transparent manner.
19. 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) 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 the Chairman for countersignature.
20. The Results shall be declared by the Chairman or by an authorised person of the Chairman 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.
21. After declaration of the results, the same shall be placed along with the Scrutinizer's Report(s) 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, where the shares of the Company are listed for placing the same on their website(s).
22. **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.
 - 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 e-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 with a copy marked to evoting@karvy.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_31st AGM."

B In case a Member receives physical copy of Notice of the Annual General Meeting [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> or call toll free number 1-800-3454-001

Other Instructions

- i. The e-voting period commences on Wednesday, August 3, 2016 (9:00 AM IST) and ends on Friday, August 5, 2016 (5:00 PM IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form as on July 30, 2016 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 July 30, 2016. A person, whose name is recorded in the register **of members or in the register of beneficial owners** maintained by the Depositories as on the cut-off date i.e July 30, 2016 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 July 30, 2016 may write to evoting@karvy.com or to the Company at investorservices@amararaja.co.in 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 May 24, 2016 and shall be taken as forming part of the notice.

Item No. 5

Mr. Raphael John Shemanski (Mr. Ray Shemanski) was appointed as an Additional Director of the Company by the Board with effect from March 19, 2016, pursuant to Section 161 of the Companies Act, 2013 (Act) and holds office upto the date of this 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 Mr. Ray Shemanski for the office of Director under Section 152 of the Act. The Company has received from Mr. Ray Shemanski the requisite disclosures/declarations pursuant to the provisions of the Act.

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

Mr. Ray Shemanski is interested in the resolution as set out at item no. 5 of this notice with regard to his appointment as a Director.

Item No. 6

The Board of Directors at their meeting held on May 24, 2016, 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 2016-17 on a remuneration of Rs. 3,50,000/- (Rupees Three 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 an ordinary resolution as set out at item no. 6 of the notice ratifying the remuneration payable to the Cost Auditors for the financial year 2016-17.

By Order of the Board
For Amara Raja Batteries Limited

Place: Hanover, Germany
Date: May 24, 2016

M R Rajaram
Company Secretary

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief particulars of the directors proposed for re-appointment/appointment at the annual general meeting are given below

I. Name of the Director	Dr. Ramachandra N Galla
Date of Birth	June 1, 1938
Qualification	M.E. (Applied Electronics) from Roorkee University, Uttar Pradesh. MS (Systems Sciences) from Michigan State University, USA
Expertise	<p>Dr. Ramachandra N Galla is the founder Chairman of Amara Raja group of Companies. He started his career as an Electrical Engineer in US Steel Corporation, USA and moved on to Sargent & Lundy, USA as a Consulting Engineer for the Designing of Nuclear & Coal Fired Power Plant before he laid the foundation of Amara Raja Batteries Limited in the year 1985 in Chittoor District.</p> <p>Dr. Ramachandra N Galla occupied various positions in the Company including the office of Chairman and Managing Director and presently holds the office of the Non-Executive Chairman of the Company.</p> <p>Dr. Ramachandra N Galla is instrumental in the growth of the Company and also Amara Raja Group of Companies as a whole.</p>
Relationship with other directors	Dr. Ramachandra N Galla is the father of Mr. Jayadev Galla, Vice Chairman and Managing Director
Name(s) of listed entities in which Directorships held	Amara Raja Batteries Limited
Name of listed entities in which Committee membership (s)/Chairmanship (s) held	Chairman of Share Transfers and Stakeholders Relationship Committee, Amara Raja Batteries Limited.
Total shares held by him in the Company	12,795,074 equity shares of ₹ 1/- each.

II. Name of the Director	Mr. Raphael John Shemanski (Mr. Ray Shemanski)
Date of Birth	June 7, 1962
Qualification	Bachelor of Science degree from Saginaw Valley State University, Michigan and a Master of Business Administration from the University of Michigan
Expertise	<p>Mr. Ray Shemanski joined Johnson Controls in 2003 and currently leads the Johnson Controls Power Solutions Global Aftermarket Business. In this role he manages a team to focus on the strengths of the local market leadership through regional management and strong operating responsibility for the balance of company's Starting, Lighting and Ignition (SLI) lead acid battery manufacturing facilities worldwide. He also supports both Aftermarket and Original Equipment customers with SLI products.</p> <p>Previously, Mr. Ray Shemanski was Vice President and General Manager of Johnson Controls Global Original Equipment Group where he managed customer relationship surrounding the company's battery technologies.</p> <p>Mr. Ray Shemanski also served as Vice President and General Manager of Johnson Control's Automotive Experience, Ford Business Unit.</p>
Relationship with other directors	Not related to any other director of the Company
Name(s) of listed entities in which Directorships held	Amara Raja Batteries Limited
Name of listed entities in which Committee membership (s)/Chairmanship (s) held	Nil
Total shares held by him in the Company	Nil

