



AMARA RAJA
Gotta be a better way

August 6, 2016

National Stock Exchange of India Limited
"Exchange Plaza", Bandra – Kurla Complex
Bandra East
Mumbai – 400 051
Fax No.: (022) 2659 8237/38
E-mail: cmlist@nse.co.in
Scrip Code: AMARAJABAT

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001
Fax No.:(022) 2272 3121
E-mail: corp.relations@bseindia.com
Scrip Code: 500008

Dear Sir,

Sub: Scrutinizer's Combined Report on Remote e-voting and Poll at the AGM held on August 6, 2016

Further to our letter dated August 6, 2016 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 31st Annual General Meeting of the Company held on August 6, 2016.

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

Thanking you,

Yours faithfully,
For Amara Raja Batteries Limited

M R Rajaram
Company Secretary

Encl:a/a

AMARON®



An Amara Raja - Johnson Controls Company

Amara Raja Batteries Limited | An Amara Raja Group Company

Corporate Operations Office:

TERMINAL A

1-18/1/AMR/NR, Nanakramguda, Gachibowli, Hyderabad-500032, India.

Tel No. +91 40 23139000, Fax No. +91 40 23139001, E-mail: mktg@amararaja.co.in

Registered Office & Works: Karakambadi-517520, Tirupati, Andhra Pradesh, India.

Tel No.+91 877 2265000, Fax No. +91 877 2285600, E-mail: amararaja@amararaja.co.in.

Website : www.amararaja.co.in, Corporate Identification Number : L31402AP1985PLC005305.



#28, 1st Floor, Ganapathy Colony, Illrd 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: 06th August 2016

To,
The Chairman,
M/s. Amara Raja Batteries Limited,
Tirupati, Andhra Pradesh.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and voting on Poll pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 31st Annual General Meeting of M/s. Amara Raja Batteries Limited held on Saturday, August 6, 2016 at 2:30 P.M 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 31st Annual General Meeting (AGM) of the members of the Company, held on Saturday, August 6, 2016 at 2.30 P.M. at the Registered office situated at Renigunta - Cuddapah Road, Karakambadi, Tirupati - 517520.

The Notice dated 24th May 2016 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" and in a vernacular newspaper "Eeenadu Chittoor" having wide circulation, in their respective editions dated 27th July 2016.



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 31st 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. Karvy Computershare Private Limited ('KARVY'), Hyderabad, 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 31st 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 30, 2016 were entitled to vote on the resolutions (items no. 1 to 6 as set out in the notice of the 31st 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, August 03, 2016 (9.00 a.m. IST) to Friday, August 05, 2016 (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.



iv. There were 2,94,263 invalid votes (6 folios) and 11,600 (1 Folio) abstained votes.

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. Karvy Computershare Private Limited ('KARVY'), Hyderabad, (i.e.) <https://evoting.karvy.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 financial statements for the financial year ended March 31, 2016 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 | | | Invalid Votes | 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 | 12,98,15,750 | 208 | 12,98,15,750 | 100 | - | - | - | 2,94,263 | 11,600 |
| Voting through Poll at the AGM Venue | 1,40,911 | 19 | 1,40,911 | 100 | - | - | - | - | - |
| Total | 12,99,56,661 | 227 | 12,99,56,661 | 100 | - | - | - | 2,94,263 | 11,600 |

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Resolution No 2: Ordinary Resolution

Ordinary Business: Confirmation of payment of interim dividend as final dividend for the financial year 2015-16.

| Voting Method | Total Valid Votes | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid Votes | 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 | 12,98,27,350 | 208 | 12,98,27,331 | 99.9 | 2 | 19 | 0.1 | 2,94,263 | - |
| Voting through Poll at the AGM Venue | 1,40,911 | 18 | 1,25,911 | 89.4 | 1 | 15,000 | 10.6 | - | - |
| Total | 12,99,68,261 | 226 | 12,99,53,242 | 99.9 | 3 | 15,019 | 0.1 | 2,94,263 | - |

Resolution No 3: Ordinary Resolution

Ordinary Business: Appointment of Dr. Ramachandra N Galla, as Director of the Company.

| Voting Method | Total Valid Votes | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid Votes | 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 | 12,98,27,350 | 203 | 12,93,03,154 | 99.6 | 7 | 5,24,196 | 0.4 | 2,94,263 | - |
| Voting through Poll at the AGM Venue | 1,40,911 | 19 | 1,40,911 | 100 | - | - | - | - | - |
| Total | 12,99,68,261 | 222 | 12,94,44,065 | 99.6 | 7 | 5,24,196 | 0.4 | 2,94,263 | - |

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Resolution No 4: Ordinary Resolution

Ordinary Business : Ratification of appointment of M/s. Brahmayya & Co., and M/s. Deloitte Haskins & Sells LLP as the joint statutory auditors of the Company.

| Voting Method | Total Valid Votes | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid Votes | 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 | 12,98,27,350 | 209 | 12,98,27,350 | 100 | - | - | - | 2,94,263 | - |
| Voting through Poll at the AGM Venue | 1,40,911 | 19 | 1,40,911 | 100 | - | - | - | - | - |
| Total | 12,99,68,261 | 228 | 12,99,68,261 | 100 | - | - | - | 2,94,263 | - |

Resolution No 5: Ordinary Resolution

Ordinary Business : Appointment of Mr. Raphael John Shemanski as Director of the Company.

| Voting Method | Total Valid Votes | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid Votes | 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 | 12,98,27,350 | 206 | 12,94,19,454 | 99.7 | 4 | 4,07,896 | 0.3 | 2,94,263 | - |
| Voting through Poll at the AGM Venue | 1,40,911 | 19 | 1,40,911 | 100 | - | - | - | - | - |
| Total | 12,99,68,261 | 225 | 12,95,60,365 | 99.7 | 4 | 4,07,896 | 0.3 | 2,94,263 | - |

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Resolution No 6: Ordinary Resolution

Ratification of the remuneration to be paid to the cost auditors of the Company for the financial year 2016-17

| Voting Method | Total Valid Votes | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid Votes | 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 | 12,98,27,350 | 209 | 12,98,27,299 | 99.9 | 2 | 51 | 0.1 | 2,94,263 | - |
| Voting through Poll at the AGM Venue | 1,40,911 | 19 | 1,40,911 | 100 | - | - | - | - | - |
| Total | 12,99,68,261 | 228 | 12,99,68,210 | 99.9 | 2 | 51 | 0.1 | 2,94,263 | - |

All the resolutions have been passed with requisite majority.

The data sheet relating to e-voting/Poll Papers are in the safe custody of the undersigned, and it will be handed over to the Company.

Thanking you,

Yours Faithfully,



V Suresh
Practising Company Secretary
CP No. 6032

