

NOTICE OF THE ANNUAL GENERAL MEETING

To the members of
Amara Raja Batteries Limited

NOTICE is hereby given that the 32nd Annual General Meeting of the members of Amara Raja Batteries Limited will be held on Monday, August 7, 2017 at 2:30 p.m. at the registered office of the Company situated at Renigunta-Cuddapah Road, Karakambadi, Tirupati, Andhra Pradesh-517520 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, 2017 together with the reports of the Board of Directors' and Auditors' thereon 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 the audited financial statements of the Company for the financial ended March 31, 2017, the report of the auditor's thereon and the report of the Board of Directors for the financial year ended March 31, 2017, as placed before the 32nd Annual General Meeting be and are hereby received, considered and adopted."
2. To declare dividend on the equity shares of the Company for the financial year ended March 31, 2017 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 a dividend of ₹4.25 per share (425%) recommended by the Board of Directors be and is hereby declared on the equity shares of ₹1 each of the Company for the year ended March 31, 2017 and the same be paid to those shareholders, in case of shares held in physical form, whose names appear in the register of members as of the close of business hours on July 31, 2017 and in case of shares held in dematerialised form to the beneficiaries as of the close of business hours on July 31, 2017 as per details furnished by the depositories for this purpose."
3. To appoint a director in place of Mr. Raphael J Shemanski (DIN: 07462586) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment 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 Mr. Raphael J Shemanski (DIN: 07462586) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."
4. To ratify the appointment of joint statutory 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 ("Act"), 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. 117366W/W-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 the 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 ₹70,00,000 (Rupees Seventy 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. Trent Moore Nevill (DIN: 07699463) 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 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time ("Act"), Mr. Trent Moore Nevill (DIN: 07699463) who was appointed as an Additional Director of the Company with effect from January 22, 2017 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 2017-18 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 ("Act"), 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 2017-18 at a remuneration of ₹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 Directors 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."

7. To approve the transactions with Mangal Industries Limited (MIL) and authorise the Board to enter into agreement(s)/ contract(s) with MIL 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 Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time, the additional transactions entered into with Mangal Industries Limited (MIL) to the extent of ₹45.86 crores during the financial year 2016-17, in excess of ₹600 crores being limits approved by members at Annual General Meeting held on August 14, 2015, be and is hereby ratified.

RESOLVED FURTHER that approval of the members 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") for entering into contract/ arrangement/transactions with MIL, a related party 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 amount of ₹1,000 crores in each financial year commencing from FY 2017-18 onwards, 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 be and is 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 be and are hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, to give effect to the above resolution."

8. To alter the Articles of Association of the Company for adoption of new set of Articles of Association in alignment with the Companies Act, 2013 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 the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 as amended from time to time ("Act"), consent of the members of the Company be and is hereby accorded to the alteration of the existing Articles of Association of the Company by adoption of a new set of Articles of Association in substitution, and to the entire exclusion of the Articles contained in the existing Articles of Association of the Company.

RESOLVED FURTHER that the Board be and is hereby authorised to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider necessary or desirable to give effect to this resolution."

By Order of the Board
For **Amara Raja Batteries Limited**

M R Rajaram
Company Secretary

Place: Hyderabad
Date: May 24, 2017

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 register of members and share transfer books of the Company will remain closed from Tuesday, August 1, 2017 to Monday, August 7, 2017 (both days inclusive), for the purpose of determining the entitlement of member to the dividend for the financial year 2016-17, if declared at the meeting.
7. The dividend, if declared, shall be paid on or before August 31, 2017 to those members whose name appear in the register of members as of the close of business hours on July 31, 2017 and in case of shares held in dematerialised form to the beneficiaries as of the close of business hours on July 31, 2017 as per details furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
8. The copies of the Annual Report 2016-17 including the notice of the 32nd 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 e-mail address are registered with the Company/Depositories for communication purposes. For members who have not registered their e-mail address, the aforesaid documents are being sent in the permitted mode.
9. Members may also note that the notice of the 32nd Annual General Meeting, proxy form and the Annual Report 2016-17 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.
10. The route map to the venue of the meeting is furnished herewith and forms part of the Notice.
11. **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.**
12. **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.**
13. **Members holding shares in physical form are requested**
 - to advise any change in their address immediately to Cameo Corporate Services Limited, Chennai.
 - 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.

14. 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.

15. 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.

16. 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.

17. 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.

18. **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 Central Depository Services (India) Limited (CDSL) as the authorised agency to provide e-voting facilities. Instructions for e-voting are given in note no. 24.

19. **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 to vote 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.

20. The Board of Directors has appointed **Shri V.Suresh, Practising 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.

21. 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.

22. 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.

23. 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 CDSL's website <https://evotingindia.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).

24. **E-voting Instructions:** The instructions and other information relating to e-voting are as under:

- i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- ii. Now click on "Shareholders" to cast your votes.
- iii. Now fill up the following details in the appropriate boxes:

User - ID	For CDSL: 16 digits beneficiary ID For NSDL: 8 Character DP ID followed by 8 Digits Client ID Members holding shares in Physical Form should enter Folio Number registered with the Company
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- iv. Next enter the Image Verification as displayed and click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

- vi. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department.</p> <p>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name in CAPITAL followed by the last 8 digits of their Demat account number/Folio No., as the case may be, in the PAN field.</p> <p>In case the Folio No. is less than 8 digits, enter the applicable number of 0s before the number after the first two characters of the name in CAPITAL letters e.g. If your name is Ramesh Kumar and Folio No. is 1, then enter RA00000001 in the PAN field.</p>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records for the said folio</p> <p>If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank column.</p>

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Now select the Electronic Voting Sequence Number (EVSN) along with "Amara Raja Batteries Limited" from the drop down menu and click on "SUBMIT".
- xi. On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. The option "YES" implies that you assent to the Resolution and Option "NO" implies that you dissent to the Resolution. Enter the number of shares (which represents number of votes) under "YES/NO" or alternatively you may partially enter any number in "YES" and partially in "NO", but the total number in "YES" and "NO" taken together should not exceed your total shareholding.
- xii. Click on the "RESOLUTION FILE LINK" if you wish to view the entire notice or resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xviii. **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding remote e-voting, please write an email to helpdesk.evoting@cdslindia.com. Members can also refer to Frequently Asked Questions (“FAQs”) available under the “HELP” section on www.evotingindia.com

Other Instructions

- i. The remote e-voting will commence on **Friday, August 4, 2017 (9:00 a.m. IST) and ends on Sunday, August 6, 2017 (5:00 p.m. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialised form as on Monday, July 31, 2017 i.e cutoff date may cast their vote electronically. The e-voting module shall be disabled by CDSL 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 31, 2017. 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 31, 2017 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 31, 2017 may write to helpdesk.evoting@cdslindia.com or to the Company at investorservices@amararaja.co.in for User ID and password or follow the instructions in note no. 24 for casting their vote. If the member is already registered with CDSL 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, 2017 and shall be taken as forming part of the notice.

Item No. 5

Mr. Trent Moore Nevill (Mr. Trent Nevill) was appointed as an Additional Director of the Company by the Board with effect from January 22, 2017, 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. Trent Nevill for the office of Director under Section 152 of the Act. The Company has received from Mr. Trent Nevill the requisite disclosures/declarations pursuant to the provisions of the Act.

The particulars of Mr. Trent Nevill viz., qualification, expertise and directorships and memberships of other Board Committees of listed entities and other details as required under Secretarial Standards are furnished hereunder and in Corporate Governance Report.

Mr. Trent Nevill 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, 2017, 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 2017-18 on a remuneration of ₹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 2017-18.

Item No. 7

Mangal Industries Limited (MIL), is a related party as per Section 2 (76) of the Companies Act, 2013 and Regulation 2 (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. 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.

The Members at the AGM held on August 14, 2015 had authorised the Board to enter into transactions with MIL upto an amount of ₹600 crore in any financial year commencing from the FY 2015-16 onwards. The cumulative transactions with MIL for the FY 2016-17 are at ₹645.86 crores, which exceeded 10% of the audited turnover of the Company and are "material" in nature as defined under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations"). Further keeping in view of the growing business projections in the future years, the cumulative transactions with MIL are estimated to be at around ₹1,000 crores over a period of time.

Accordingly, the necessary resolutions at item no. 7 is being proposed to ratify the additional transaction value of ₹45.86 crores entered into with MIL for FY 2016-17 and authorize the Board or Committee of the Board to enter into transactions with MIL upto ₹1,000 crores for each of the financial year commencing from 2017-18 onwards for approval of the members by way of an ordinary resolution in terms of the Regulations.

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.

Item No. 8

The Companies Act, 2013 (New Act/Act), read with Rules made thereunder, has brought out various changes in the provisions that were contained in the Companies Act 1956 (Old Act). The existing Articles of Association (AoA) of the Company was formulated based on the provisions of the Old Act and therefore contains certain provisions which are not in line with the provisions of the New Act. The New Act provides that in case of conflict with the provisions of the New Act and the Articles of Association of the Company, the provisions of the New Act will prevail. However, it is considered desirable to amend the Articles of Association of the Company to bring it in line with the provisions of the New Act.

Pursuant to the provisions of Section 14 of the Companies Act, 2013 read with the applicable Rules, consent of the members is sought by way of special resolution as set out at item no. 8 of the notice for adoption of new Articles of Association of the Company. The Board of Directors at the meeting held on May 24, 2017 had accorded their approval for alteration of Articles of Association.

The existing AOA of the Company and the draft of proposed AOA is available on the Company's website at www.amararaja.co.in for perusal by the Members. Member(s) interested in obtaining a physical copy of the AOA can send in their request to the Company e-mail address: investorservices@amararaja.co.in.

By Order of the Board
For **Amara Raja Batteries Limited**

Place: Hyderabad
Date: May 24, 2017

M R Rajaram
Company Secretary

Pursuant to Secretarial Standards-2 and 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	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 and KMP	Not related to any other director or KMP 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	Amara Raja Batteries Limited - Member of Corporate Social Responsibility Committee
Total shares held by him in the Company	Nil
II. Name of the Director	Mr. Trent Moore Nevill (Mr. Trent)
Date of Birth	July 25, 1971
Qualification	Bachelor's Degree in Industrial Engineering from Texas A&M University.
Expertise	<p>Mr. Trent has most recently been appointed as President, Johnson Controls - Asia Pacific. Prior to his new role, Mr. Trent was the Vice President and General Manager, Systems and Services North America for Johnson Controls. In his 20 years of service in Johnson Controls, he has served in a variety of commercial, operations, and general management leadership positions within Building Efficiency. Mr. Trent led the Customer Growth Strategy to integrate the Systems, Services and Solutions businesses into a \$4.3B organization.</p> <p>Mr. Trent is a 2008 graduate of Johnson Controls' Global Extreme Leadership Program (XLP), and multi-time recipient of both the prestigious Chairman's Award and Merit Award. He was also a member of the JCI-York Integration Team. Mr. Trent earned a Bachelor's Degree in Industrial Engineering from Texas A&M University.</p> <p>Mr. Trent was just recently placed as a Board Member for the Milwaukee School of Engineering Board of Regents. Mr. Trent is also a member of the Architects, Contractors and Engineers (ACE) Mentor Program of America, Council on Foreign Relations, Construction Industry Roundtable (CIRT) and sits on the Board of Directors for US Air Conditioning Distributors, LLC.</p>
Relationship with other directors and KMP	Not related to any other director or KMP 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