

NOTICE OF THE ANNUAL GENERAL MEETING

To the members of
Amara Raja Batteries Limited

NOTICE is hereby given that the 33rd Annual General Meeting of the members of Amara Raja Batteries Limited will be held on Saturday, August 11, 2018 at 11:30 A.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, 2018 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 year ended March 31, 2018, the report of the auditor's thereon and the report of the Board of Directors for the financial year ended March 31, 2018, as placed before the 33rd Annual General Meeting be and are hereby received, considered and adopted."

2. To confirm the payment of interim dividend and to declare final dividend on the equity shares of the Company for the financial year ended March 31, 2018 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 interim dividend of C2 per share (200%) on the equity shares of C1 each paid to the shareholders for the financial year ended March 31, 2018, as approved by the Board of Directors at their meeting held on November 9, 2017 be and is hereby noted and approved.

RESOLVED FURTHER that the final dividend of C2.15 per share (215%) as recommended by the Board of Directors be and is hereby declared on the equity shares of C1 each of the Company for the year ended March 31, 2018 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 August 4, 2018 and in case of shares held in dematerialised form to the beneficiaries as of the close of business hours on August 4, 2018 as per details furnished by the depositories for this purpose."

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 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 Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time and pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Dr. Ramachandra N Galla (DIN: 00133761) 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."

Special Business

4. To appoint Mr. Marc D Andraca (DIN: 08032189) 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 Qualifications of Directors) Rules, 2014, as amended from time to time ("Act"), Mr. Marc D Andraca (DIN: 08032189) who was appointed as an Additional Director of the Company with effect from February 10, 2018 by the Board of Directors, who holds office upto the date of this Annual General Meeting under Section 161 of the Act and Article 17.3 of the Articles of Association of the Company, being eligible for appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. To ratify the remuneration of the Cost Auditors for the financial year 2018-19 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 read with 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 2018-19 at a remuneration of C4,00,000 (Rupees Four Lakhs 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."

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

Place: Milwaukee, USA

Date: May 18, 2018

**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, and pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 which sets out details relating to the ordinary/special business to be transacted at the meeting, is annexed hereto.
4. Brief profile of Dr. Ramachandra N Galla and Mr. Marc D Andraca, Directors proposed to be appointed/re-appointed along with the names of the companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and other details as required under Secretarial Standard-2 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are 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 **Monday, August 6, 2018 to Saturday, August 11, 2018 (both days inclusive)**, for the purpose of determining the entitlement of member to the final dividend for the financial year 2017-18, if declared at the meeting.
7. The final dividend, if declared, shall be paid on or before August 31, 2018 to those members whose name appear in the register of members as of the close of business hours on August 4, 2018 and in case of shares held in dematerialised form to the beneficiaries as of the close of business hours on August 4, 2018 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 2017-18 including the notice of the 33rd 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 33rd Annual General Meeting, proxy form and the Annual Report 2017-18 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 the Company/Cameo Corporate Services Limited or register their bank details by submitting the duly completed National Automated Clearing House (NACH) 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 NACH.
 - to note that effective December 5, 2018, SEBI mandated that the securities of the listed companies can be transferred only in dematerialized form. In view of the above and to avail the benefits of dematerialisation, members holding shares in physical form are requested to dematerialize the shares held in physical form immediately.
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. Pursuant to the provisions of Section 124(5) of the Companies Act 2013, the amount of interim dividend declared/paid up to the financial year 2010-11 and remaining unpaid for 7 years has been transferred, from time to time on respective due dates, to the Investors Education and Protection Fund. Due date for transfer of unclaimed/unpaid dividends for

FY 2010-11 and thereafter to IEPF are given in other requirements/information part of the Corporate Governance Report. Details of unpaid/unclaimed dividends lying with the Company as on the last Annual General Meeting of the Company is available on the website of the Company i.e. www.amararaja.co.in.

16. As per Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2017 and amendments made thereunder ("Rules"), all shares in respect of which dividend remains unpaid or unclaimed for seven years, or more, are required to be transferred to the Investor Education and Protection Fund (IEPF) Account. The shareholders are requested to claim their unpaid/unclaimed dividend in order to avoid transfer of shares to IEPF Account. The Company has transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as per Rules. The details of shares transferred to IEPF have also been uploaded on the website of the IEPF Authority and the same can be accessed at www.iepf.gov.in. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed from IEPF. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Cameo Corporate Services Limited for lodging claim for refund of shares and / or dividend from the IEPF Authority.
17. 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.
18. 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.
19. 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.
20. **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. 26.
21. **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.
22. 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.
23. 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.
24. 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 the resolutions.
25. 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).

26. **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
-----------	---

- 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	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department. 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. 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.
Dividend Bank Details or Date of Birth (DOB)	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. If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank column.

- 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 “SUMBIT”.
- 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 **Wednesday, August 8, 2018 (9:00 a.m. IST) and ends on Friday, August 10, 2018 (5:00 p.m. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialised form as on **August 4, 2018** 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 August 4, 2018. 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. August 4, 2018 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 4, 2018 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. 26 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) and SEBI (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018

The following statement sets out all material facts relating to ordinary/special business mentioned in the accompanying notice dated May 18, 2018 and shall be taken as forming part of the notice.

Item No. 3

Dr. Ramachandra N Galla (79), who was appointed as Director at the annual general meeting held on August 6, 2016 and being the longest-serving member of the Board, retires by rotation and being eligible offers himself for reappointment.

The members of the Company are requested to note that the Securities and Exchange Board of India (SEBI) notified the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Regulations”) effective from April 1, 2019. As per amended Regulation 17(1A) of the Regulations, the appointment or continuation of any person as a non-executive director who has attained the age of 75 years requires approval of the members by way of special resolution.

Dr. Ramachandra N Galla is the founder of Amara Raja Batteries Limited and is being instrumental in the growth of the Company. He occupied various positions in the Company including the office of the Chairman and Managing Director and presently holds the office of the Non-Executive Chairman of the Company. The Nomination and Remuneration Committee and the Board recommended his re-appointment as a Director after taking into consideration, his technical expertise in the business, active participation in the Board and performance as chairperson of the Company

The particulars of Dr. Ramachandra N Galla viz., qualification, expertise and directorships and memberships of other Board Committees, shareholding and other details as required under secretarial standards are furnished hereunder and in the Corporate Governance Report.

Dr. Ramachandra N Galla, Chairman and Mr. Jayadev Galla, Vice Chairman and Managing Director are interested in the resolution as set out at item no. 3 of this notice with regard to appointment of Dr. Ramachandra N Galla as a Director.

Item No. 4

Mr. Marc D Andraca (Mr. Marc), nominee of Johnson Controls was appointed as an Additional Director of the Company by the Board with effect from February 10, 2018, 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 from Mr. Marc the requisite disclosures/declarations pursuant to the provisions of the Act.

The particulars of Mr. Marc viz., qualification, expertise and directorships and memberships of other Board Committees, shareholding and other details as required under secretarial standards are furnished hereunder and in the Corporate Governance Report.

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

Item No. 5

The Board of Directors at their meeting held on May 18, 2018, on recommendation of the Audit Committee, approved the appointment of M/s. Sagar & Associates, Cost Accountants, Hyderabad, Firm Registration No. 000118 as cost auditors of the Company to conduct the audit of the cost records of the Company in respect of products manufactured by the Company falling under CETA code 8507 i.e Electric Accumulators, including separators for the financial year 2018-19 on a remuneration of C4,00,000 (Rupees Four Lakhs 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. 5 of the notice ratifying the remuneration payable to the Cost Auditors for the financial year 2018-19.

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

Place: Milwaukee, USA
Date: May 18, 2018

M R Rajaram
Company Secretary

Brief particulars of the directors proposed for re-appointment/appointment at the Annual General Meeting and other details pursuant to Secretarial Standard - 2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given below:

a. Dr. Ramachandra N Galla

Dr. Ramachandra N Galla (79), is an engineer graduate with M.E. (Applied Electronics) from Roorkee University, Uttar Pradesh and did his MS in Systems Sciences from Michigan State University, USA.

He 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. He was first appointed as a Director in the year 1985, 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.

His attendance details at the Board meetings, Committee meetings and Annual General Meeting held during the financial year 2017-18 and the commission paid for financial year 2017-18 are given in Corporate Governance report.

He is the father of Mr. Jayadev Galla, Vice Chairman and Managing Director and does not hold any shares in the Company. He is proposed to be appointed as a non-executive director, liable to retire by rotation at a commission of 3% of the net profits of the Company every year, which was approved by the members at the Annual General Meeting held on August 14, 2015.

Details of Directorships and Committee Memberships of Dr. Ramachandra N Galla are as follows:

Name of the Company	Chairmanship/ Directorship	Committee	Chairman/ Member
Amara Raja Batteries Limited	Chairman	Stakeholders Relationship Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Loan and Investment Committee	Chairman
Mangal Industries Limited	Chairman	Audit Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Loan and Investment Committee	Chairman
		Nomination and Remuneration Committee	Member
Amara Raja Power Systems Limited	Chairman	Audit Committee	Member
		Corporate Social Responsibility Committee	Chairman
		Loan and Investment Committee	Member
Amara Raja Electronics Limited	Chairman	Audit Committee	Member
		Corporate Social Responsibility Committee	Chairman
		Loan and Investment Committee	Chairman
		Nomination and Remuneration Committee	Member
Andhra Pradesh Gas Power Corporation Limited	Director	-	-

Note: Only listed and public limited companies in India are considered.

b. Mr. Marc D Andraca

Mr. Marc D Andraca (49) graduated from Dartmouth College in the United States and received an MBA from the University of Michigan. He is a graduate of Johnson Controls' XLP Leadership training program.

Mr. Marc D Andraca has most recently been appointed as Vice President, Business Development-Advanced Products. Prior to his new role, he was the Vice President for Corporate Strategy at Johnson Controls during its first year post-merger with Tyco. He drove three lines of work under the CEO and senior management: (1) building an enterprise-wide portfolio management framework and assessment; (2) developing the strategic review of the "internet of things" and long-term implications in

collaboration with Professor M. Porter of the Harvard Business School; (3) developing the corporate strategic plan to the Board of Directors, integrating and synthesizing business unit strategies and growth plans.

Prior to this role, over his 15-year career with Johnson Controls, he had worked in strategy, program management, and business development roles in the buildings and battery business segments. He spent 7 years in Power Solutions, with 2 years based in Singapore starting up the Asia Pacific battery business. During this period he focused on Southeast Asia growth programs, and worked extensively with Amara Raja management and field personnel.

Prior to JCI he worked at Enron Energy Services and in a range of growth-focused management consultancies.

His attendance details at the Board meetings and Annual General Meeting held during the financial year 2017-18 are given in Corporate Governance report.

He is not related to any other director or KMP of the Company and does not hold any shares in the Company. Except holding directorship in Amara Raja Batteries Limited, he does not hold any directorships/membership in any committees of the Board. He is proposed to be appointed as a non-executive director, liable to retire by rotation.