

August 11, 2018

National Stock Exchange of India Limited  
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Mumbai – 400 051  
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**Scrip Code: AMARAJABAT**

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Dalal Street, Fort  
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**E-mail: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)**  
**Scrip Code: 500008**

Dear Sir,

**Sub: Scrutinizer's Combined Report on Remote e-voting and Poll at the 33<sup>rd</sup> AGM held on Saturday, August 11, 2018**

Further to our letter dated August 11, 2018 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 33<sup>rd</sup> Annual General Meeting of the Company held on August 11, 2018.

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

Thanking you,

Yours faithfully,

**For Amara Raja Batteries Limited**



**M R Rajaram**  
**Company Secretary**

Encl:a/a



#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: 11<sup>th</sup> August 2018**

To  
The Chairman  
M/s. Amara Raja Batteries Limited  
Renigunta-Cuddapah Road, Karakambadi  
Tirupati, Andhra Pradesh – 517520.

Dear Sir,

**Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and voting on Poll at the AGM venue pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 33<sup>rd</sup> Annual General Meeting of M/s. Amara Raja Batteries Limited held on Saturday, August 11, 2018 at 11:30 A.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 33<sup>rd</sup> Annual General Meeting (AGM) of the members of the Company, held on Saturday, August 11, 2018 at 11.30 A.M. at Auditorium situated at the Registered office situated at Renigunta - Cuddapah Road, Karakambadi, Tirupati - 517520.

The Notice dated 18<sup>th</sup> May 2018 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" all editions and in a vernacular newspaper "Eeenadu" Chittoor edition on 21<sup>st</sup> July 2018.



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 33<sup>rd</sup> 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. Central Depository Services (India) Limited (CDSL), 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 33<sup>rd</sup> 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. August 04, 2018 were entitled to vote on the resolutions (items no. 1 to 5 as set out in the notice of the 33<sup>rd</sup> 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 08, 2018 (9.00 a.m. IST) to Friday, August 10, 2018 (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.

*(Handwritten signature)*



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. Central Depository Services (India) Limited (CDSL), (i.e.) <https://www.evotingindia.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, 2018 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	4,46,24,974	179	44,624,603	99.999	4	371	0.001	-	-
Voting through Poll at the AGM Venue	8,90,56,628	27	8,90,56,628	100	-	-	-	-	-
<b>Total</b>	<b>13,36,81,602</b>	<b>206</b>	<b>13,36,81,231</b>	<b>99.999</b>	<b>4</b>	<b>371</b>	<b>0.001</b>	<b>-</b>	<b>-</b>

*(Handwritten signature)*



## Resolution No 2: Ordinary Resolution

**Ordinary Business: Confirmation of Interim Dividend and Declaration of final dividend on the equity shares of the Company for the financial year 2017-18**

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	4,46,44,171	181	4,46,43,800	99.999	4	371	0.001	-	-
Voting through Poll at the AGM Venue	8,90,56,628	27	8,90,56,628	100	-	-	-	-	-
<b>Total</b>	<b>13,37,00,799</b>	<b>208</b>	<b>13,37,00,428</b>	<b>99.999</b>	<b>4</b>	<b>371</b>	<b>0.001</b>	<b>-</b>	<b>-</b>

## Resolution No 3: Special Resolution

**Ordinary Business: Re-appointment of Mr. Ramachandra N Galla, (DIN:00133761) as a Director of the Company, liable to retire by rotation.**

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	4,33,35,369	170	4,33,25,377	99.977	9	9,992	0.023	-	-
Voting through Poll at the AGM Venue	1,29,176	24	1,29,176	100	-	-	-	-	*8,89,27,452
<b>Total</b>	<b>4,34,64,545</b>	<b>194</b>	<b>4,34,54,553</b>	<b>99.977</b>	<b>9</b>	<b>9,992</b>	<b>0.023</b>	<b>-</b>	<b>*8,89,27,452</b>

\*Pursuant to the Regulation 23 of SEBI (LODR) Regulations, 2015, M/s. RN Galla Family Private Limited, M/s. Mangal Industries Limited and M/s. Johnson Controls (Mauritius) Private Limited, being Related Parties, abstained from voting in respect this resolution.



**Resolution No 4: Ordinary Resolution**

**Special Business: Appointment of Mr.Marc D Andraca, (DIN : 08032189) 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	4,33,35,369	173	4,33,34,943	99.999	6	426	0.001	-	-
Voting through Poll at the AGM Venue	8,90,56,628	27	8,90,56,628	100	-	-	-	-	-
<b>Total</b>	<b>13,23,91,997</b>	<b>200</b>	<b>13,23,91,571</b>	<b>99.999</b>	<b>6</b>	<b>426</b>	<b>0.001</b>	<b>-</b>	<b>-</b>

**Resolution No 5: Ordinary Resolution**

**Special Business: Ratification of the remuneration to be paid to the cost auditors of the Company for the financial year 2018-19.**

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	4,46,44,171	178	4,46,43,746	99.999	7	425	0.001	-	-
Voting through Poll at the AGM Venue	8,90,56,628	27	8,90,56,628	100	-	-	-	-	-
<b>Total</b>	<b>13,37,00,799</b>	<b>205</b>	<b>13,37,00,374</b>	<b>99.999</b>	<b>7</b>	<b>425</b>	<b>0.001</b>	<b>-</b>	<b>-</b>



All the resolutions have been passed with requisite majority.

The Ballot Papers collected at the AGM Venue have been handed over to the Company.

Thanking you,

Yours Faithfully,



V Suresh  
Practising Company Secretary  
CP No. 6032

