

NOTICE OF THE ANNUAL GENERAL MEETING

To the members of
Amara Raja Batteries Limited

NOTICE is hereby given that the 34th Annual General Meeting of the members of Amara Raja Batteries Limited will be held on Saturday, July 20, 2019 at 12:00 Noon at the Auditorium situated at the registered office of the Company at Renigunta-Cuddapah Road, Karakambadi, Tirupati, Andhra Pradesh-517520 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2019 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 standalone financial statements of the Company for the financial year ended March 31, 2019, the report of the auditor's thereon and the report of the Board of Directors for the financial year ended March 31, 2019, as placed before the 34th Annual General Meeting be and are hereby received, considered and adopted."

2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 together with the Auditors' report 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 consolidated financial statements of the Company for the financial year ended March 31, 2019 and the report of the auditor's thereon as placed before the 34th Annual General Meeting be and are hereby received, considered and adopted."

3. 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, 2019 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 ₹2 per share (200%) on the equity shares of ₹1 each paid to the shareholders for the financial year ended March 31, 2019, as approved by the Board of Directors at their meeting held on November 9, 2018 be and is hereby noted and approved.

RESOLVED FURTHER that the final dividend of ₹5.08 per share (508%) as 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, 2019 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 13, 2019 and in case of shares held in dematerialised form to the beneficiaries as of the close of business hours on July 13, 2019 as per details furnished by the depositories for this purpose."

4. 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 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") and pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, 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

5. To ratify the remuneration of the Cost Auditors for the financial year 2019-20 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 2019-20 at a remuneration of ₹400,000 (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."

6. To approve the payment of commission to Dr. Ramachandra N Galla, Chairman (DIN: 00133761) for the financial year(s) 2018-19 and 2019-20 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 197 and all other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time ("Act") and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as recommended by the Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded for the payment of Commission to Dr. Ramachandra N Galla, Non-Executive Chairman for each of the financial year(s) 2018-19 and 2019-20 at the rate of three percent (3%) of the net profits of the Company calculated for that financial year in accordance with the provisions of Section 198 of the Act.

RESOLVED FURTHER that the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its sole and absolute discretion deem necessary, expedient, usual or proper to give effect to this resolution."

7. To approve the payment of commission to Non-Executive Independent Directors 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 197 and all other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time ("Act") and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in addition to the sitting fees being paid/payable for attending the meetings of the Board of Directors and Committee(s) thereof, approval of the members of the Company be and is hereby accorded for the payment of Commission to all the Non-Executive Independent Directors of the Company for each of the financial years from 2018-19 to 2023-24, in such sum or proportion, in such manner and in all respects as determined by the Board, provided the aggregate of such commission shall not exceed one percent (1%) of the net profits of the

Company calculated for that financial year in accordance with the provisions of Section 198 of the Act.

RESOLVED FURTHER that the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its sole and absolute discretion deem necessary, expedient, usual or proper to give effect to this resolution."

8. To approve the remuneration of Mr. Jayadev Galla, Vice Chairman and Managing Director (DIN : 00143610) for the period from April 1, 2019 to August 31, 2020 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 197 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and read with Schedule V, Part II to the Act, as amended from time to time and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as recommended by the Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded for the payment of remuneration to Mr. Jayadev Galla, Vice Chairman and Managing Director for the remaining tenure of his appointment i.e from April 1, 2019 to August 31, 2020 as set out in the explanatory statement annexed to the notice convening this annual general meeting.

RESOLVED FURTHER that the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter and vary the terms and conditions of remuneration including authority to determine/vary from time to time, the amount of salary, perquisites, other benefits and allowances and commission payable to Mr. Jayadev Galla, Vice Chairman and Managing Director in such manner as may be agreed to between the Board and Mr. Jayadev Galla, subject to the total remuneration not exceeding five percent (5%) of the net profits of the Company per annum and to do all such acts, deeds, matters and things as it may, in its sole and absolute discretion deem necessary, expedient, usual or proper to give effect to this resolution."

9. To appoint Mr. N Sri Vishnu Raju (DIN: 00025063) as an Independent Director of the Company for a second term 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 Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, as amended from time to time and pursuant to Regulation 17 and other applicable regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations"), Mr. N Sri Vishnu Raju (DIN: 00025063), who is eligible for re-appointment as an independent director 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 and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years from August 6, 2019 to August 5, 2024."

10. To appoint Mr. T R Narayanaswamy (DIN: 01143563) as an Independent Director of the Company for a second term 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 Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with

Schedule IV to the Act, as amended from time to time and pursuant to Regulation 17 and other applicable regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations"), Mr. T R Narayanaswamy (DIN: 01143563), who is eligible for re-appointment as an independent director 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 and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Regulations be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from August 6, 2019 to August 5, 2024."

By Order of the Board
For Amara Raja Batteries Limited

M R Rajaram
Company Secretary

Place: Hyderabad
Date: May 15, 2019

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.com
Website: www.amararajabatteries.com

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 (50) 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 i.e by 12:00 noon on July 18, 2019.
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) Regulations, 2015, 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, Mr. N Sri Vishnu Raju and Mr. T R Narayanaswamy, 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, July 15, 2019 to Saturday, July 20, 2019** (both days inclusive), for the purpose of determining the entitlement of member to the final dividend for the financial year 2018-19, if declared at the meeting.
7. The final dividend, if declared, shall be paid on or before August 19, 2019 to those members whose name appear in the register of members as of the close of business hours on July 13, 2019 and in case of shares held in dematerialised form to the beneficiaries as of the close of business hours on July 13, 2019 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 2018-19 including the notice of the 34th 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 34th Annual General Meeting, proxy form and the Annual Report 2018-19 shall be placed on the Company's website www.amararajabatteries.com. 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 April 1, 2019, 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 Act, the amount of final 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 (IEPF). Due date for transfer of unclaimed/unpaid dividend for FY 2011-12 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.amararajabatteries.com
 16. As per the provisions of Section 124 of the Act 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.amararajabatteries.com 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:
- Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
 - Now click on "Shareholders" to cast your votes.
 - 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 |
|-----------|---|

- Next enter the Image Verification as displayed and click on Login.
- 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.
- 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. |

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Now select the Electronic Voting Sequence Number (EVSN) along with "Amara Raja Batteries Limited" from the drop down menu and click on "SUMBIT".
- 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, July 17, 2019 (9:00 a.m. IST) and ends on Friday, July 19, 2019 (5:00 p.m. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialised form as on July 13, 2019 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 13, 2019. 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 13, 2019 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 13, 2019 may write to helpdesk.evoting@cdslindia.com or to the Company at investorservices@amararaja.com 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 Requirements) Regulations, 2015

The following statement sets out all material facts relating to ordinary / special business mentioned in the accompanying notice dated May 15, 2019 and shall be taken as forming part of the notice.

Item No. 4

Dr. Ramachandra N Galla (age 80 years), was appointed as Director at the annual general meeting held on August 11, 2018. Consequent to the resignation of Mr. Marc D Andraca and Mr. Claudio Morfe, Non-Executive Directors w.e.f April 30, 2019, Dr. Ramachandra N Galla being the longest-serving Non-Executive Director on the Board, retires by rotation and being eligible offers himself for re-appointment.

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.

The Board, after taking into account the rich experience and technical expertise of Dr. Ramachandra N Galla; his active participation in the Board; performance as chairperson of the Company and based on the recommendation of the Nomination and Remuneration Committee, unanimously recommends the special resolution as per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as set out at item no. 4 of this notice.

Dr. Ramachandra N Galla, Non-Executive Chairman and Mr. Jayadev Galla, Vice Chairman and Managing Director are related to each other and are concerned or interested in the resolution as set out at item no. 4 of this notice with regard to re-appointment of Dr. Ramachandra N Galla as a Director.

None of the other directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 4 of this notice.

Item No. 5

The Board of Directors at their meeting held on May 15, 2019, 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 2019-20 on a remuneration of ₹4,00,000 (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, approval 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 2019-20.

The Board, based on the recommendation of the Audit Committee, unanimously, recommends the ordinary resolution as set out in item no. 5 of this notice.

None of the directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 5 of this notice.

Item No. 6

The members of the Company at the Annual General Meeting held on August 14, 2015 approved the payment of commission at the rate of 3% of the net profits of the Company per annum in accordance with the provisions of the Section 197 of the Companies Act, 2013 to Dr. Ramachandra N Galla, Non-Executive Chairman for a period of five years commencing from September 1, 2015. The Ministry of Corporate Affairs (MCA) notified the Companies (Amendment) Act, 2017 effective from September 12, 2018. As per amended Section 197 of the Act, approval of members by way of special resolution is required in case of payment of commission to all the non-executive directors exceeds 1% of the net profits of the company per annum.

Further as per the new Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members by way of special resolution is required every year in case of annual remuneration payable to a single Non-Executive Director exceeds 50% of the total annual remuneration payable to all non-executive directors.

As the annual remuneration payable to Dr. Ramachandra N Galla, Non-Executive Chairman for the financial year(s) 2018-19 and 2019-20 would exceed 50% of the total annual remuneration payable to all non-executive directors, the resolution set out in item no. 6 seeks approval of the members by way of special resolution for the payment of Commission at 3% of the profits of the Company to Dr. Ramachandra N Galla, Non-Executive Chairman for each of the financial year(s) 2018-19 and 2019-20.

The Board, after taking into account the rich experience and technical expertise of Dr. Ramachandra N Galla; his active participation in the Board; performance as chairperson of the Company and based on the recommendation of the Nomination and Remuneration Committee, unanimously recommends the special resolution as set out at item no. 6 of this notice.

Dr. Ramachandra N Galla, Non-Executive Chairman and Mr. Jayadev Galla, Vice Chairman and Managing Director are related to each other and are concerned or interested in the resolution as set out in item no. 6 of this notice with regard to payment of commission to Dr. Ramachandra N Galla, Non-Executive Chairman.

None of the other directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 6 of this notice.

Item No. 7

The members of the Company at the Annual General Meeting held on August 14, 2015 approved payment of commission to Non-Executive Independent Directors in such sum and proportion as the Board may deem fit, provided the aggregate of such commission to Non-Executive Independent Directors shall not exceed @ 1% of net profits of the Company per annum for a period of five years commencing from September 01, 2015.

The Ministry of Corporate Affairs (MCA) notified the Companies (Amendment) Act, 2017 effective from September 12, 2018. As per amended Section 197 of the Act, approval of members by way of special resolution is required in case of payment of commission to all the non-executive directors exceed 1% of the net profits of the company per annum.

The Non-Executive Independent Directors of the Company brings to the Board their domain expertise and rich experience across a wide spectrum of functional areas. The Board felt that the Non-Executive Independent Directors need to be compensated for their time and efforts in discharging their duties under the Act. Accordingly, approval of the members by way of special resolution is being sought for the payment of Commission to all non-executive independent directors of the Company for each of the financial years from 2018-19 to FY 2023-24.

The Board, after taking into account the performance as independent directors unanimously recommends the special resolution as set out at item no. 7 of this notice.

The Non-Executive Independent Directors, are concerned or interested in the item no. 7 to the extent that they would be entitled to receive commission as may be payable to them from time to time, if approved by the members.

None of the other directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 7 of this notice.

Item No. 8

The members of the Company at the Annual General Meeting held on August 14, 2015 approved the re-appointment of Mr. Jayadev Galla as Vice Chairman and Managing Director of the Company for a period of 5 years from September 1, 2015 to

August 31, 2020 at a total remuneration of 5% of the net profits of the Company per annum.

The members of the Company are requested to note that as per Regulation 17 (6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members by way of special resolution is required in case of annual remuneration payable to executive directors who are promoters or members of the promoter group exceeds INR 5 crore or 2.5% of the net profits of the listed entity, whichever is higher.

Mr. Jayadev Galla, Vice Chairman and Managing Director, being a promoter, drawing a total remuneration of 5% of the net profits per annum, approval of the members by way of special resolution is sought for the payment of remuneration to him for the remaining tenure of his appointment i.e April 1, 2019 to August 31, 2020 as set out hereunder.

1. Remuneration comprising of salary and commission shall be as follows:

Salary : ₹20,00,000/- per month

Commission : Five per cent (5%) of the net profits of the Company, inclusive of salary and perks.

2. Perquisites/benefits

House rent allowance/accommodation

House rent allowance as may be applicable to the employees of the Company or provision of furnished accommodation.

Medical reimbursement

Reimbursement of medical expenses incurred for self and family and dependent parents, subject to a ceiling of one month's salary per year.

Leave travel concession

Leave Travel Concession for self and family to and from any place in India, once in a year in accordance with the rules of the Company.

Provident fund

Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

Leave encashment

Encashment of leave at the end of tenure as per the rules of the Company.

Gratuity

Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

Car

Company's car with driver for business purposes.

Telephone

Telephone / Communication facilities at residence for business purposes.

Club fee

Club fee subject to a maximum of two clubs. No admission and life membership fee will be paid.

3. Overall remuneration

The aggregate of salary, commission and perquisites in any financial year shall not exceed 5% of the net profits of the Company.

4. Minimum remuneration

Where in any financial year, during the tenure of Mr. Jayadev Galla, Vice Chairman and Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Jayadev Galla, remuneration by way of salary, commission and perquisites not exceeding the limits as specified under Section II of Part II of Schedule V to the Act, as amended from time to time.

5. Mr. Jayadev Galla, Vice Chairman and Managing Director shall be entitled to reimbursement of all actual expenses or charges including travel, entertainment or other out of pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business.

The Board, after taking into consideration, the valuable contributions made by Mr. Jayadev Galla and based on the recommendation of the Nomination and Remuneration Committee, unanimously recommends the special resolution as set out at item no. 8 of this notice.

Mr. Jayadev Galla, Vice Chairman and Managing Director and Dr. Ramachandra N Galla, Non-Executive Chairman and are related to each other and are concerned or interested in the resolution as set out in item no. 8 of this notice with regard to payment of remuneration to Mr. Jayadev Galla, Vice Chairman and Managing Director.

None of the other directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 8 of this notice.

Item Nos. 9 and 10

The members of the Company at the Annual General Meeting held on August 6, 2014 appointed, Mr. N Sri Vishnu Raju and Mr. T R Narayanaswamy ("Non-Executive Independent Directors") as an independent directors for a term of five years effective from August 6, 2014. In terms of the provisions of Section 149 of the Act, the Non-Executive independent directors of the Company are eligible for re-appointment for their second term.

Pursuant to Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements), Regulations ("Listing Regulations"), approval of the members by way of special resolution is required for the reappointment of the Non-Executive Independent Directors for a second term of five consecutive years from August 6, 2019 to August 5, 2024.

The Company has received notice(s) from a member proposing the candidature of each of the Non-Executive Independent Director for their appointment as an Independent Director of the Company.

The Non-Executive Independent Directors have given their consent and also declaration that each of them meet the criteria of independence as provided in Section 149(6) of the Act and Listing Regulations. The Board of Directors reviewed the said declarations and in the opinion of the Board each of the Non-Executive Independent Directors fulfill the conditions specified in the Act, the rules made thereunder, Regulations for their appointment as an Independent Director and are independent of the management.

The Board, after taking into consideration the valuable contributions made by each of the Non-Executive Independent Directors; their participation in the Board; performance evaluation of the Non-Executive Independent Directors unanimously recommends the special resolution as set out at item nos. 9 and 10 of this notice.

Each of the non-executive independent directors and their relative(s) is interested in the resolutions set out respectively at item nos. 9 and 10 of the Notice with regard to their respective appointments. None of the other directors and key managerial personnel or their relatives are interested in this resolution financially or otherwise.

A copy of the draft letter of appointment of each of the non-executive independent directors setting out their terms and conditions is available for inspection without any fee at the registered office of the Company during normal business hours on working days upto the date of the Annual General Meeting.

By Order of the Board
For Amara Raja Batteries Limited

Place: Hyderabad
Date: May 15, 2019

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 (age 80 years), is an engineering 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, Annual General Meeting held during the financial year 2018-19 and the commission payable for the financial year 2018-19 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 directly in the Company. He is proposed to be appointed as a non-executive director, liable to retire by rotation as proposed in the item no. 4 of the notice of the annual general meeting.

Details of Directorships and Committee Memberships of Dr. Ramachandra N Galla as on March 31,2019 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 unlisted public limited companies incorporated in India are considered.

b. Mr. N Sri Vishnu Raju

Mr. N Sri Vishnu Raju (age 45 years) is an Alumnus of the Harvard Business School and has completed the OPM programme. He holds Bachelor's degree in Engineering from Osmania University, Hyderabad. He was earlier a Director in Raasi Cements Limited and Raasi Ceramics Limited. He is the Founder and Chairman of Exciga Group.

He was first appointed as an Independent Director on August 14, 2008 and presently he is the member of the Audit Committee, Nomination and Remuneration Committee,

Loan and Investment Committee and Risk Management Committee.

His attendance details at the Board meetings and Annual General Meeting held during the financial year 2018-19 and the commission payable for the financial year 2018-19 are given in Corporate Governance report. He is proposed to be appointed as a non-executive independent director for a second term of five (5) years, not liable to retire by rotation.

He is not related to any other director or KMP of the Company and does not hold any shares in the Company.

Details of Directorships and Committee memberships of Mr. N Sri Vishnu Raju as on March 31, 2019 are as follows:

| Name of the Company | Chairmanship/ Directorship | Committee | Chairman/ Member |
|------------------------------------|-------------------------------|---|------------------|
| Amara Raja Batteries Limited | Independent Director | Audit Committee | Member |
| | | Nomination and Remuneration Committee | Member |
| | | Loan and Investment Committee | Member |
| Heritage Foods Limited | Independent Director | Audit Committee | Chairman |
| | | Nomination and Remuneration Committee | Chairman |
| | | Stakeholders Relationship Committee | Member |
| | | Corporate Social Responsibility Committee | Member |
| | | Risk Management Committee | Member |
| Raasi Computer Limited | Director | - | - |
| Raasi Software Corporation Limited | Director | - | - |
| Zydus Wellness Limited | Independent Director | - | - |

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

c. Mr. T R Narayanaswamy

Mr. T R Narayanaswamy (age 42 years) is the Co-Founder and Group Managing Director of the Tattva Group, who are headquartered in Chennai, India. He has charted the growth of the Tattva Group and its subsidiaries and divisions. A Post Graduate in Commerce, he is responsible for the formation and growth of the Group.

The Tattva Group currently have businesses in Oil & Gas Engineering, Project Management and Consulting & Healthcare.

He was first appointed as an Independent Director on June 1, 2009 and presently he is the member of the Audit

Committee, Nomination and Remuneration Committee, Risk Management Committee and Stakeholders Relationship Committee.

His attendance details at the Board meetings and Annual General Meeting held during the financial year 2018-19 and the commission payable for the financial year 2018-19 are given in Corporate Governance report. He is proposed to be appointed as a non-executive independent director for a second term of five (5) years, not liable to retire by rotation.

He is not related to any other director or KMP of the Company and does not hold any shares in the Company.

Details of Directorships and Committee memberships of Mr. T R Narayanaswamy as on March 31, 2019 are as follows:

| Name of the Company | Chairmanship/ Directorship | Committee | Chairman/ Member |
|------------------------------|-------------------------------|---------------------------------------|------------------|
| Amara Raja Batteries Limited | Independent Director | Audit Committee | Member |
| | | Nomination and Remuneration Committee | Member |

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