



Amara Raja Batteries Limited

CIN:L31402AP1985PLC005305

Renigunta-Cuddapah Road, Karakambadi, Tirupati, Andhra Pradesh – 517 520

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E-mail: investorservices@amararaja.com | Website: www.amararajabatteries.com

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

To
The Members of
Amara Raja Batteries Limited

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, Amara Raja Batteries Limited (the “Company”) hereby seeks approval of the members by way of Special Resolution / Ordinary Resolution through Postal Ballot including voting by electronics means (“Remote E-voting”) in respect of the following special business.

Detailed explanatory statement pursuant to Section 102 of the Act setting out the material facts concerning the resolutions and instructions for remote e-voting are annexed to the Notice of Postal Ballot (the “Notice”).

SPECIAL BUSINESS

ITEM NO. 1:

ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED** that pursuant to the provisions of Section 14 of the Companies Act, 2013 (the “Act”) read with the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions, if any, consent of the members of the Company be and is hereby accorded for effecting the following alterations to the Articles of Association of the Company by deletion /substitution of Articles in the following manner:

i. The existing articles 2.15 (Definition of “Galla Family”); 2.18 (Definition of “JCI”); 8.13 (Transfer of shares held by Galla Family and JCI); 18.2 (Matters in which affirmative vote of directors nominated by Galla Family and JCI is required); 20.9 (Deadlock in respect of matters listed in Article 18.2); 20.12 (Management Committee); 21.1 (e) (i), (iii) and 21.1 (f) be deleted.

ii. The existing articles 17.1; 17.13; 18.1; 20.5; 20.6; 20.20 be altered by substituting with the following articles :

17.1 Number of Directors/Constitution of the Board

Unless otherwise determined by the Company in General Meeting, the number of Directors shall not be less than 6 (six) and shall not be more than 15 (fifteen). The Company may in General Meeting appoint more than fifteen Directors after passing a special resolution.

17.13 Sitting fees

The Directors, other than those in receipt of any salary from the Company, may be paid a sitting fee of such sum as the Board may decide subject to the maximum limits prescribed by the Act or Rules made thereunder from time to time, for every meeting of the Board of Directors or Committee thereof, attended by them.

18.1 General powers of the Company vested in Board

The business of the Company shall be managed by the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by these Articles or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in General Meeting but subject nevertheless to the provisions of the Act and other laws and of the Memorandum and these Articles and to any regulations, not being inconsistent with the Memorandum and these Articles or the Act, from time to time made by the Company in General Meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

20.5 Quorum for Board meetings

The quorum for a Board meeting shall be one-third of its total strength or three Directors, whichever is higher, including atleast one(1) independent Director and the participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum as provided in the Act.

If within half an hour from the time fixed for holding a meeting of the Board, a quorum as specified above is not present, the meeting shall stand adjourned to the same day, time and place by two weeks unless otherwise agreed upon by the parties concerned, and if at such adjourned meeting of the Board the quorum as stated herein is not present within half an hour from the time fixed for holding the meeting, the Directors present shall constitute a valid quorum.

Where at any time the number of interested Directors as specified under Section 184 of the Act is equal to or exceeds two-thirds of the total strength of the Board, the number of Directors who are not interested Directors and present at the meeting, being not less than two, shall be the quorum during such time.

For the purpose of this Article, 'total strength' shall not include Directors whose places are vacant.

20.6 Chairman and Vice- Chairman

The Directors may from time to time elect a Chairman and a Vice-Chairman of the Board.

20.20 Passing of resolution by circulation

Subject to the provisions of the Act, a resolution in writing, signed, whether manually or by electronic mode or approved electronically through e-mail or any other permitted mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.

RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer/ executive/ representative and/or any other person so authorized by the Board, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard to give full effect to the aforesaid resolution."

ITEM NO. 2:

DE-CLASSIFICATION OF JOHNSON CONTROLS (MAURITIUS) LIMITED AS PROMOTER OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), and other applicable provisions, if any; subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary; consent of the members, of the Company be and is hereby accorded for de-classification of M/s. Johnson Controls (Mauritius) Private Limited as Promoter of the Company.

RESOLVED FURTHER that Dr. Ramachandra N Galla, Chairman, Mr. Jayadev Galla, Vice Chairman and Managing Director, Mr. S Vijayanand, Chief Executive Officer, Mr. Y Delli Babu, Chief Financial Officer and Mr. M R Rajaram Company Secretary be and they are hereby severally authorized to file the necessary applications before the regulatory authorities, to execute all other documents required to be filed in this regard, to do all such acts, deeds, matters and things as it may be needed, and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution.”

By Order of the Board
For Amara Raja Batteries Limited

Hyderabad
March 9, 2020

Sd/-
M R Rajaram
Company Secretary

NOTES:

1. An explanatory statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 pertaining to the resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto and forms part of this Notice.
2. The relevant documents referred to in the postal ballot notice and the explanatory statement are available for inspection at the registered office of the Company during business hours on all working days (except Saturdays, Sundays and Public holidays) between 11:00 A.M and 1:00 P.M from the date of dispatch of this notice till last date of receipt of the postal ballot form as specified in the notice.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) /Central Depository Services (India) Limited (CDSL) as on Friday, March 20, 2020. The voting rights of the Members/Beneficial Owners for this Postal Ballot shall be reckoned based on the equity shares held by them as on Friday, March 20, 2020.
4. The Postal Ballot Notice along with the postal ballot form is being sent to Members who have registered their e-mail IDs for receipt of documents in electronic form to their e-mail addresses registered with their respective Depository Participants (in case of dematerialised shareholding)/Company's Registrar and Share Transfer Agent (in case of Physical shareholding). For Members whose e-mail IDs are not registered, physical copies of the Postal Ballot Notice along with the Ballot form are being sent by the permitted mode along with a postage prepaid self-addressed business reply envelope. The postal ballot notice is also available on the website of the Company i.e www.amararajabatteries.com and on the website of CDSL i.e www.evotingindia.com.
5. Members can opt for only one mode of voting, i.e., either using the Postal Ballot Form or remote e-voting. In case any Member casts his/her vote through both the modes, voting done by remote e-voting shall prevail and votes cast using the physical Ballot form will be treated as invalid. Members opting for remote e-voting are requested to follow the instructions on remote e-voting printed in this notice.
6. Resolutions passed by the Members through postal ballot including remote e-voting are deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through physical Ballot form or any Member desirous of obtaining a duplicate Postal Ballot Form, may send an e-mail to investorservices@amararaja.com. The Company will forward the same along with the postage prepaid business reply envelope.
8. A Member cannot exercise his/her vote through a Proxy in the Postal Ballot voting process.

9. Members desirous of exercising their votes physically using the Postal Ballot Form are requested to read carefully the instructions printed in this Notice as well as in the Form and return the same duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer not later than 5 p.m. on April 30, 2020. The postage will be borne by the Company. Envelopes containing the Postal Ballot Forms, if sent by courier or registered post at the expense of Members will also be accepted. However, any Postal Ballot forms received after 5 p.m. on April 30, 2020 will be considered as though no reply has been received from the Member.
10. **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. 15.
11. The Board of Directors of the Company has appointed Mr. V Suresh, Practising Company Secretary, (Membership no. FCS 2969 and CP No. 6032), Chennai as the Scrutinizer ("Scrutinizer") for conducting the postal ballot / e-voting process in a fair and transparent manner. The Scrutinizers' decision on the validity of a Postal Ballot Form shall be final and binding.
12. The Scrutinizer will submit his report to the Chairman or any person authorised by him after completion of the scrutiny of the postal ballots including remote e-voting. The results of the postal ballot will be announced by the Chairman or by any person authorised by the Chairman any Director of the Company on or before May 2, 2020 at the registered office of the Company situated at Renigunta-Cuddapah Road, Karakambadi, Tirupati-517520.
13. The results of the postal ballot will also be displayed at the registered office and posted on the Company's website www.amararajabatteries.com and on CDSL's website www.evotingindia.com besides being communicated to the Stock Exchanges where the Company's shares are listed.
14. The resolutions, if passed by requisite majority, shall be deemed to have been passed on April 30, 2020, the last date specified for receipt of duly completed postal ballot forms /remote e-voting.
15. **E-voting Instructions:** The instructions and other information relating to e-voting are as under:
 - i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
 - ii. Now click on "Shareholders" to cast your votes.
 - iii. Now fill up the following details in the appropriate boxes:

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

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

For Members holding shares in Demat Form and Physical Form	
PAN	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 April 1, 2020(9:00 AM IST) and ends on April 30, 2020 (5:00 PM IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form as on March 20, 2020 i.e cut-off 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 March 20, 2020. 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. March 20, 2020 shall only be entitled to avail the facility of remote e-voting and voting at the meeting through postal ballot.**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

ITEM NOS. 1 and 2:

The Galla Family, Johnson Controls (Mauritius) Private Limited (“JCM”) and Johnson Controls Battery Group Inc. (collectively with JCM, hereinafter referred to as “JCI”) had entered into a shareholders agreement in the year December 1997 (“Shareholders Agreement”). The said agreement warranted inclusion of certain provisions of the agreement into the Articles of Association of the Company and the Articles were accordingly amended then. The Shareholders Agreement was terminated vide letter agreement dated April 1, 2019 executed between the JCI entities and the Galla Family. Consequently, JCM sold all the equity shares held by them in the Company. With the termination of the shareholders agreement, the provisions in the Articles of Association of the Company having reference to the shareholders agreement became redundant and hence is being amended through the resolution proposed in item no.1.

The approval of the members by way of special resolution is sought for amending the Articles of Association as stated in the item no. 1.

Also, the members are requested to note that Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) has provided a regulatory mechanism for de-classification of Promoters subject to fulfilment of conditions as provided therein.

In this regard, the Company received a request letter dated October 22, 2019 from JCM pursuant to Regulation 31A of the Listing Regulations to de-classify them as promoters of the Company. Further, members are requested to note that JCM vide the said letter certified that:

- (i) JCM and persons related to JCM, as stated above, has ceased to hold any shares or voting rights in the Company;
- (ii) JCM and persons related to JCM do not, directly or indirectly, exercise control over the affairs of the Company;
- (iii) JCM and persons related to JCM do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- (iv) JCM and persons related to JCM are not represented on the board of directors (including by a nominee director) of the Company;
- (v) Neither of JCM, its representatives and persons related to JCM act as a key managerial person in the Company;
- (vi) JCM and persons related to JCM are not a willful defaulter as per the Reserve Bank of India Guidelines;
- (vii) JCM and persons related to JCM are not a fugitive economic offender; and
- (viii) All requirements of Regulations 31A(3) and 31A(4) of the LODR Regulations will continue to be adhered to by JCM pursuant to such declassification of JCM as a promoter of the Company.

In view of the explanations given by JCM as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, the Board of Directors of the Company at their meeting held on November 9, 2019 have approved

- a. to amend the Articles of Association to delete /modify articles containing reference to JCM and
- b. to de-classify JCM as promoter of the Company.

Further, in accordance with Regulation 31A of the Listing Regulations, the de-classification of JCM as promoters of the Company requires the approval of the Stock Exchanges, where the shares of the Company are listed. In terms of the procedure stipulated by the Stock Exchanges for granting such approval, the Stock Exchanges, *inter alia*, require the Company to obtain the consent of the members of the Company, for the said de-classification.

The Board unanimously recommend the passing of the resolutions as set out under item nos. 1 and 2 for approval of the members by way of Special Resolution and Ordinary Resolution respectively through postal ballot including voting by electronics means.

The Articles of Association containing the modifications proposed in track mode and other relevant documents in this regard are available for inspection in physical and/or electronic form, between 11:00 A.M. to 1:00 P.M. on all working days i.e., Monday to Friday, including the last date of voting through Postal Ballot/e-voting at the Registered Office of the Company and copies thereof will also be made available for inspection in physical or electronic form.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolutions except to the extent of their shareholding, if any.

You are requested to communicate your assent or dissent for the aforesaid proposal(s), in accordance with the instructions set out herein.

By Order of the Board
For Amara Raja Batteries Limited

Sd/-
M R Rajaram
Company Secretary

Hyderabad
March 9, 2020

