

May 27, 2020

National Stock Exchange of India Limited
"Exchange Plaza",
Bandra – Kurla Complex,
Bandra East
Mumbai – 400 051
NSE Symbol: AMARAJABAT

BSE Limited
Corporate Relations Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001
BSE SCRIP CODE: 500008

Dear Sirs,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020

Pursuant to Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we enclose herewith Secretarial Compliance Report for the year ended March 31, 2020.

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

Thank you,

Yours faithfully,

For Amara Raja Batteries Limited

M R Rajaram
Company Secretary

Secretarial compliance report of AMARA RAJA BATTERIES LIMITED for the year ended 31st March 2020

We, **R.SRIDHARAN & ASSOCIATES, Company Secretaries** have examined:

- a) all the documents and records made available to us and explanation provided by **AMARA RAJA BATTERIES LIMITED, CIN: L31402AP1985PLC005305 ("listed entity")** having its Registered office at **RENIGUNTA, CUDDAPAH ROAD, KARAKAMBADI, TIRUPATI- 517520**
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity, (website address: **www.amararajabatteries.com**)
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31st March 2020** in respect of compliance with the provisions of :
 - a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
 - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable during the year under review);
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable during the year under review);
- e) Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable during the year under review);
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable during the year under review);
- g) Securities and Exchange Board of India (Issue and listing of Non- Convertible and redeemable Preference shares) Regulations, 2013 (Not applicable during the year under review);



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- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) regulations, 1993 regarding the Companies Act;
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
and circulars/ guidelines issued there under;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under except in respect of matters specified hereunder:-
 - i. As per Regulation 17 (1) (c) of the SEBI Listing Obligations and Disclosures Requirements Regulations, 2015 (Listing Regulations), the Board of Directors of the listed entity shall comprise of not less than six directors. It was observed during the review period that the term of Mr. Nagarjun Valluripalli expired on August 5, 2019. Consequently, the no. of the directors reduced below six (6). The Board comprised of only five (5) members during the period from November 9, 2019 to January 31, 2020. The listed entity at its Board meeting held on February 1, 2020 appointed Dr. Ramadevi Gourineni as an additional director and complied with Regulation 17 (1) (c) of Listing Regulations.
 - ii. As per CIRCULAR NO.CIR/CFD/CMD1/27/2019 dated 8th February, 2019, every listed entity shall submit the annual secretarial compliance report within 60 days of the end of the financial year. However the listed entity submitted the above said report on 6th June, 2019.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from our examination of those records.
- (c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries (Not applicable to this company) either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under except as reported hereunder:



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i. The National Stock exchange of India Limited and BSE Limited vide their letter No.NSE/LIST-SOP/CG/FINES/1000977 dated 3rd February, 2020 and No.LST/COMP/Reg.27(2) & Reg. 17 to 21/Dec-19/500008/283/2019-20 dated 3rd February, 2020 respectively levied a fine of Rs.3,06,800/- each for non-compliance of Regulation 17 (1) (c) of the Listing Regulations for the period from November 10, 2019 to 31st December, 2019, which was paid by the listed entity. The listed entity at its Board meeting held on February 1, 2020 appointed Dr. Ramadevi Gourineni as an additional director and complied with Regulation 17(1)(c) of Listing Regulations.

(d) The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the review period:

| Sr. No | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended | Actions taken by the listed entity if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|--------|--|---|---|--|
| | | | Nil | |

**FOR R.SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES**



CS R. SRIDHARAN
C.P NO.3239
FCS.NO.4775
UIN: S2003TN063400
UDIN: F004775B000260591

**PLACE : CHENNAI
DATE : 20TH MAY, 2020**