



#28, 1st Floor, Ganapathy Colony, Illrd Street, Teynampet, Chennai - 600 018.

**Scrutinizer's Report**

**Dated:** August 14, 2015

To  
The Chairman  
Amara Raja Batteries Limited,  
Tirupati, Andhra Pradesh.

Dear Sir,

**Subject: Consolidated Scrutinizer's Report on Remote E-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and 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 30<sup>th</sup> Annual General Meeting of M/s Amara Raja Batteries Limited held on Friday, August 14, 2015 at 11:30 a.m at the Registered office situated at Renigunta - Cuddapah Road, Karakambadi, Tirupati - 517520.**

I, V Suresh, a Company Secretary in practice, 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 and poll at the Annual General Meeting (AGM) venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 30<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Friday August 14, 2015 at 11:30 a.m at the Registered office situated at Renigunta - Cuddapah Road, Karakambadi, Tirupati - 517520.

The Notice dated 15<sup>th</sup> July 2015 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" and vernacular newspaper "Eeenadu Chittoor" of wide circulation in their respective editions dated July 23, 2015.

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 on the resolutions contained in the Notice of 30<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the voting process is restricted to presenting a Scrutinizer's Report of 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. Karvy Computershare Private Limited ('KARVY'), Hyderabad, the authorized agency to provide e-voting facilities engaged by the Company.



The Company had also provided poll at the AGM venue facility to the Shareholders present at this Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

Further to the above, I submit my report as under:-

**E-Voting:**

- (i) The e-voting period remained open from Tuesday, 11<sup>st</sup> August, 2015 (9:00 a.m) to Thursday, 13<sup>rd</sup> August, 2015 (5:00 p.m)
- (ii) The members of the Company as on the "cut-off" date i.e. 08<sup>th</sup> August, 2015 were entitled to vote on the resolutions (items no. 1 to 12 as set out in the notice of the 30<sup>th</sup> AGM of the Company.)
- (iii) The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.
- (iv) The Corporate members who had participated in the remote e-voting had provided the scanned copy of the resolution passed at the Board of Directors for authorization to exercise their votes through evoting.

**Poll:**

- (i) The Company had provided the facility for voting through ballot or polling paper at the AGM and members, who have not cast their vote by remote e-voting, was allowed to exercise their right to vote at the meeting.
- (ii) The polling papers in Form MGT-12 as per the Companies (Management and Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in one 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 poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
- (iv) The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid.



## Resolutions No. 1: ORDINARY RESOLUTION

**Ordinary Business:** Adoption of the audited financial statements for the financial year ended March 31, 2015 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			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	8,63,63,864	207	8,63,63,860	100	1	4	0	-
Poll at the AGM Venue	4,49,70,849	16	4,49,70,849	100	-	-	-	-
<b>Total</b>	<b>13,13,34,713</b>	<b>223</b>	<b>13,13,34,709</b>	<b>100</b>	<b>1</b>	<b>4</b>	<b>0</b>	<b>-</b>

## Resolutions No. 2: ORDINARY RESOLUTION

**Ordinary Business:** Declaration of dividend on equity shares for the financial year 2014-15.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			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	8,63,63,865	208	8,63,63,865	100	-	-	-	-
Poll at the AGM Venue	4,49,70,849	16	4,49,70,849	100	-	-	-	-
<b>Total</b>	<b>13,13,34,714</b>	<b>224</b>	<b>13,13,34,714</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



**Resolution No. 3: ORDINARY RESOLUTION****Ordinary Business: Appointment of the statutory auditors of the Company.**

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			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	8,63,63,864	208	8,63,63,864	100	-	-	-	-
Poll at the AGM Venue	4,49,70,849	16	4,49,70,849	100	-	-	-	-
<b>Total</b>	<b>13,13,34,713</b>	<b>224</b>	<b>13,13,34,713</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Resolution No. 4: ORDINARY RESOLUTION****Special Business: Appointment of Mr. Bruce Arden Ronning Jr. as Director of the Company.**

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			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	8,63,63,863	200	8,59,98,233	99.83	4	1,47,383	0.17	2,18,247
Poll at the AGM Venue	4,49,70,849	16	4,49,70,849	100	-	-	-	-
<b>Total</b>	<b>13,13,34,712</b>	<b>216</b>	<b>13,09,69,082</b>	<b>99.89</b>	<b>4</b>	<b>1,47,383</b>	<b>0.11</b>	<b>2,18,247</b>




**Resolution No.5: ORDINARY RESOLUTION**

**Special Business:** Appointment of Ms. Bhairavi Tushar Jani as an Independent Director of the Company for a period of five years.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			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	8,63,63,863	204	8,61,45,616	100	-	-	-	2,18,247
Poll at the AGM Venue	4,49,70,849	16	4,49,70,849	100	-	-	-	-
<b>Total</b>	<b>13,13,34,712</b>	<b>220</b>	<b>13,11,16,465</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,18,247</b>

**Resolution No. 6: ORDINARY RESOLUTION**

**Special Business:** Appointment of Mr. Jayadev Galla as the Vice Chairman and Managing Director of the Company for a period of five years effective from September 1, 2015.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			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	8,63,63,863	109	2,36,86,006	57.82	79	1,72,78,225	42.18	4,53,99,632
Poll at the AGM Venue	4,49,70,849	16	4,49,70,849	100	-	-	-	-
<b>Total</b>	<b>13,13,34,712</b>	<b>125</b>	<b>6,86,56,855</b>	<b>79.89</b>	<b>79</b>	<b>1,72,78,225</b>	<b>20.11</b>	<b>4,53,99,632</b>




**Resolution No.7: ORDINARY RESOLUTION**

**Special Business:** Approval for Payment of Commission to Dr. Ramachandra N Galla, Non-Executive Chairman of the Company.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			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	8,63,63,862	163	3,78,25,812	90.90	28	3,788,420	9.10	44,749,630
Poll at the AGM Venue	4,49,70,849	16	4,49,70,849	100	-	-	-	-
<b>Total</b>	<b>13,13,34,711</b>	<b>179</b>	<b>8,27,96,661</b>	<b>95.62</b>	<b>28</b>	<b>3,788,420</b>	<b>4.38</b>	<b>44,749,630</b>

**Resolution No.8: ORDINARY RESOLUTION**

**Special Business:** Approval for payment of Commission to Non-Executive Independent Directors of the Company.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			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	8,63,63,865	200	8,31,60,598	100	2	422	0	32,02,845
Poll at the AGM Venue	4,49,70,849	16	4,49,70,849	100	-	-	-	-
<b>Total</b>	<b>13,13,34,714</b>	<b>216</b>	<b>12,81,31,447</b>	<b>100</b>	<b>2</b>	<b>422</b>	<b>0</b>	<b>32,02,845</b>



**Resolution No.9: ORDINARY RESOLUTION**

**Special Business:** Ratification of the remuneration to be paid to the cost auditors of the Company for the financial year 2015-16.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			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	8,63,63,863	206	8,63,63,443	100	2	420	0	-
Poll at the AGM Venue	4,49,70,849	16	4,49,70,849	100	-	-	-	-
<b>Total</b>	<b>13,13,34,712</b>	<b>222</b>	<b>13,13,34,292</b>	<b>100</b>	<b>2</b>	<b>420</b>	<b>0</b>	<b>-</b>

**Resolution No.10: SPECIAL RESOLUTION**

**Special Business:** Approval for borrowing limits under Section 180 of the Companies Act, 2013.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			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	8,63,63,862	201	8,60,17,647	99.60	7	3,46,215	0.40	-
Poll at the AGM Venue	4,49,70,849	16	4,49,70,849	100	-	-	-	-
<b>Total</b>	<b>13,13,34,711</b>	<b>217</b>	<b>13,09,88,496</b>	<b>99.74</b>	<b>7</b>	<b>3,46,215</b>	<b>0.26</b>	<b>-</b>

  


**Resolution No.11: SPECIAL RESOLUTION**

**Special Business:** Authorising the Board to create mortgage or charge on the properties of the Company under Section 180 of the Companies Act, 2013.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			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	8,63,63,863	207	8,63,63,860	100	1	3	0	-
Poll at the AGM Venue	4,49,70,849	16	4,49,70,849	100	-	-	-	-
<b>Total</b>	<b>13,13,34,712</b>	<b>223</b>	<b>13,13,34,709</b>	<b>100</b>	<b>1</b>	<b>3</b>	<b>0</b>	<b>-</b>

**RESOLUTION NO.12: SPECIAL RESOLUTION**

**Special Business:** Authorising the Board to enter into agreement(s)/contract(s) with Mangal Industries Limited, a related party under Section 2(76) of the Companies Act, 2013.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			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	8,63,63,865	170	3,73,78,448	96.83	18	12,24,885	3.17	4,77,60,532
Poll at the AGM Venue	4,49,70,849	16	5,59,599	100	-	-	-	4,44,11,250
<b>Total</b>	<b>13,13,34,714</b>	<b>186</b>	<b>3,79,38,047</b>	<b>96.87</b>	<b>18</b>	<b>12,24,885</b>	<b>3.13</b>	<b>9,21,71,782</b>

  




All the resolutions have been passed with requisite majority.

The data sheet relating to e-voting/Poll at the AGM venue and other related papers/registers, records, are handed over to the Chairman/Secretary of the Company.

Thanking You,  
Yours faithfully,



V Suresh  
Practising Company Secretary  
C.P No 6032  
Place: Tirupathi  
Date: 14.08.2015

