

Notice of the Annual General Meeting

To The Members of
Amara Raja Batteries Limited

NOTICE is hereby given that the 35th Annual General Meeting of the members of Amara Raja Batteries Limited will be held on Friday, August 7, 2020 at 10:30 A.M. IST through video conferencing ("VC")/Other Audio Visual Means ("OAVM") 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, 2020, the report of the Auditors' thereon and the report of the Board of Directors'.**

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, 2020, the report of the auditors' thereon and the report of the Board of Directors for the financial year ended March 31, 2020, placed before the 35th 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, 2020 together with the Auditors' report thereon.**

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, 2020 and the report of the auditor's thereon as placed before the 35th Annual General Meeting be and are hereby received, considered and adopted."

3. **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.**

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 ("Regulations"), 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."

4. **To re-appoint the joint statutory auditors of the Company and fix their remuneration for a second term of five years.**

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

"**RESOLVED** that pursuant to Section 139 and 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. Brahmayya & Co., Chartered Accountants, Firm Registration No. 000513S and M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Firm Registration No. 117366W/W-100018 be and they are hereby appointed as the joint statutory auditors of the Company for a second term of 5 (five) years to hold office from the conclusion of this (35th) annual general meeting until the conclusion of the 40th annual general meeting of the Company.

RESOLVED FURTHER that approval be and is hereby accorded for payment of statutory audit fees of ₹70,00,000 (Rupees Seventy lakhs only) plus reimbursement of out of pocket expenses and applicable taxes to M/s. Brahmayya & Co., Chartered Accountants, and M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, for the financial year 2020-21 and the Board of Directors of the Company be and they are hereby authorised to increase and pay such statutory audit fees as recommended by the Audit Committee and as they may deem fit for the remaining tenure of their appointment."

SPECIAL BUSINESS

5. **To ratify the remuneration of the Cost Auditors for the financial year 2020-21.**

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 2020-21 at a remuneration of ₹4,00,000 (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 appoint Dr. Ramadevi Gourineni (DIN: 01347211) as a Director, liable to retire by rotation.**

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 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"), Dr. Ramadevi Gourineni (DIN: 01347211) who was appointed as an Additional Director of the Company with effect from February 1, 2020 by the Board of Directors, who holds office upto the date of this Annual General Meeting under Section 161 of the Act and Article 17.3 of the Articles of Association of the Company, being eligible for appointment and in respect of whom the Company has received a notice in

writing under Section 160 of the Act, from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

7. To appoint Mrs. Bhairavi Tushar Jani (DIN:00185929) as an Independent Director of the Company for a second term of five consecutive years.

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, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV, as amended from time to time (“Act”) and pursuant to Regulation 17 and other applicable regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Regulations”), Mrs. Bhairavi Tushar Jani (DIN: 00185929), 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 her candidature for the office of Director and who has submitted a declaration that she 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 14, 2020 to August 13, 2025.”

8. To re-appoint Mr. Jayadev Galla (DIN : 00143610) as Vice Chairman and Managing Director of the Company and fix his remuneration.

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 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial

Personnel) Rules 2014 and read with Schedule V, as amended from time to time (“Act”) and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“Regulations”), approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Jayadev Galla (DIN : 00143610) as the Vice Chairman and Managing Director of the Company for a period of five years with effect from September 1, 2020 to August 31, 2025 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee which is 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 the said appointment and 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 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 approve the payment of commission to Dr. Ramachandra N Galla, Non-Executive Chairman (DIN: 00133761) for the financial year 2020-21.

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 amended from time to time ("Regulations"), 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 the financial year 2020-21 at the rate of three percent (3%) of the net profits of the Company calculated for the 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."

By order of the Board of Directors
For **Amara Raja Batteries Limited**

Place: Hyderabad
Date: May 30, 2020

M R Rajaram
Company Secretary

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. In view of the continuing Covid-19 pandemic and the consequent restrictions and requirements like social distancing, the Ministry of Corporate Affairs (“MCA”) vide its circular no. 20/2020 dated May 5, 2020 read with circular nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 and the Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively referred to “Circulars”) permitted the holding of 35th Annual General Meeting (“AGM”) through Video Conference (VC) or Other Audio Visual Means (OVAM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”) and aforesaid Circulars, the AGM of the Company will be held through VC / OAVM.
2. Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is given below (Refer Serial No. 21). The helpline number regarding any queries/assistance for participation in the AGM through VC/OAVM is 1800-222-990.
3. In compliance with the aforesaid Circulars the Annual Report 2019-20 including the notice of the AGM, inter-alia, indicating the process and manner of remote e-voting, attending AGM through VC/OVAM and instructions for members for e-voting on the day of AGM are being sent by electronic mode to all the members whose e-mail address are registered with the Company/Depositories for communication purposes. Members holding shares in physical / demat form who have not registered their email address with the Company can get the same registered with the Company as per the procedure provided in serial no. 16.
4. Members may also note that the notice of the AGM and the Annual Report 2019-20 would be posted on the Company’s website www.amararajabatteries.com, and also on the websites of the stock exchanges i.e BSE Limited and The National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM notice will be available on the website of NSDL <https://www.evoting.nsdl.com>
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the 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. Since this AGM is being held pursuant to the aforesaid Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route map are not annexed to this Notice.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization should be sent to the Scrutinizer by email through its registered email address to vsureshpcs@gmail.com with a copy marked to evoting@nsdl.co.in
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. An explanatory statement pursuant to Section 102(1) of the Act and pursuant to the relevant Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”), which sets out details relating to the ordinary/special business to be transacted at the meeting, is annexed hereto as an **Annexure - I** and forms part of the notice.
9. Brief profile of Dr. Ramachandra N Galla, Dr. Ramadevi Gourineni, Mrs. Bhairavi Tushar Jani and Mr. Jayadev Galla, 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 on General Meetings and Regulations 26(4) and 36(3) of

the Regulations are furnished as an **Annexure - II** and forms part of the notice.

10. The registers i.e Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which directors are interested maintained under Section 170 and Section 189 of the Act respectively will be available electronically for inspection by members during the AGM. All documents referred to in this Notice and the Explanatory Statement annexed hereto will also be available for electronic inspection without any fee by the members from the date of circulation of this notice up to the date of AGM, i.e. June 27, 2020. Members seeking to inspect such documents can send an email to investorservices@amararaja.com.
11. The recorded transcript of the AGM, shall also be made available on the website of the Company www.amararajabatteries.com in the Investors section as soon as possible, after the meeting is concluded.
12. **Questions prior to AGM :** Members seeking any information or ask questions with regard to the financial statements of the Company or on any matter in the annual report 2019-20, are requested to write from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investorservices@amararaja.com from August 1, 2020 (9:00 A.M.) IST to August 3, 2020 (5:00 P.M.) IST. Such information sought or questions by the members shall be furnished or replied by the Company suitably.
13. As per Regulation 40 of the Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrars and Transfer Agents, Cameo Corporate Services Limited, Unit: Amara Raja Batteries Limited, V Floor, Subramanian Building, Club House Road, Anna Salai, Chennai - 600002 ("Cameo" or "RTA") for assistance in this regard.
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 their Depository participants (DPs), in case the shares are held by them in electronic form/Demat form and with Cameo Corporate Services Limited in case the shares are held by them in physical form for receiving all communication(s) including Annual Report, Notices, Circulars, etc. from the Company electronically. Alternatively, members holding shares in physical form are requested to visit <https://investors.cameoindia.com> to register their email address and mobile number with the Company.
15. Members are requested to register or intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc to their Depository Participants with whom they are maintaining their demat accounts in case the shares are held by them in electronic form/demat form and to Cameo Corporate Services Limited in case the shares are held by them in physical form.

16. Members who have not registered their e-mail ids with Company or with Depository Participant may follow the process detailed below for registration of email id to obtain the Annual Report in electronic mode, and user id/ password for remote e-voting and updation of bank account mandate for receipt of dividend:

Type	Process to be followed
Members holding shares in Physical mode	<p>Send a request to the Registrar and Transfer Agents of the Company, Cameo Corporate Services Limited or to the Company at agm@cameoindia.com or investorservices@amararaja.com respectively providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).</p> <p>The following additional details/documents need to be provided for updation of Bank Account Details:</p> <ul style="list-style-type: none"> a) Name and Branch of the Bank in which you wish to receive the dividend, b) the Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions d) 9 digit MICR Code Number, and e) 11 digit IFSC Code f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.
Members holding shares in demat mode	<p>For e-mail address registration and updation of bank details:</p> <p>Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.</p> <p>For user id/password for remote e-voting:</p> <p>Please provide DP ID and Client ID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to the Registrar and Transfer Agents of the Company, Cameo Corporate Services Limited or to the Company at agm@cameoindia.com or investorservices@amararaja.com</p>

17. Pursuant to the provisions of Section 124(5) of the Act, the amount of final dividend declared/paid up to the financial year 2011-12 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 2012-13 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 March 31, 2020 is available on the website of the Company i.e. www.amararajabatteries.com

18. 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) Authority. The shareholders are requested to claim their unpaid/unclaimed dividend in order to avoid transfer of shares to IEPF Authority. 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.

19. Voting through Electronics Means (“Remote e-voting”):

- i. 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 Regulations, 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 National Securities Depository Limited (NSDL) as the authorised agency to provide e-voting facilities. The instructions for remote e-voting are given herein below. (Refer serial no. 20)
- ii. The remote e-voting will commence on **Tuesday, August 4, 2020 (9:00 a.m. IST) and ends on Thursday, August 6, 2020 (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 31, 2020 i.e cutoff date** may cast their vote electronically. The e-voting module shall be disabled by NSDL 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.
- iii. The procedure for e-Voting on the day of the AGM is same as the instructions given herein below for Remote e-voting. Members who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are

otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The members who have cast their vote by e-voting prior to the meeting may also attend the AGM through VC/ OAVM but shall not be entitled to cast their vote again.

- iv. 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 during the AGM in a fair and transparent manner.
- v. 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 31, 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. July 31, 2020 shall only be entitled to avail the facility of remote e-voting and during the AGM.
- vi. 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 31, 2020 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investorservices@amararaja.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- vii. The Scrutinizer shall, immediately after the conclusion of voting during 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 48 hours 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.
- viii. 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.

- ix. 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 NSDL’s website <https://evoting.nsd.com> and communicated to the Stock Exchanges i.e BSE Limited and The National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same on their website(s).

20. Instructions for remote e-voting: The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsd.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

- iv. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN followed by Folio Number registered with the company For example if EVEN is 101456 and folio number is 001*** and then user ID is 101456001***

- v. Your password details are given below:
- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you by NSDL. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-voting website?

- i. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com> either on a personal computer or on a mobile.
- ii. Once the home page of e-voting system is launched, click on the icon “Login” which is available under “Shareholders” section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

- c) How to retrieve your ‘initial password’?
- i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in

- physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii) In case you have not registered your email address with the Company/Depository, please follow instructions mentioned below in this notice.
 - vi. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
 - vii. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
 - viii. Now, you will have to click on "Login" button.
 - ix. After you click on the "Login" button, Home page of e-voting will open.
 - iv. Now you are ready for e-voting as the Voting page opens
 - v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 - vi. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- i. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to vsureshpcs@gmail.com with a copy marked to evoting@nsdl.co.in
 - ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsd.com> to reset the password.
 - iii. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsd.com> or call on tollfree no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- In case of any grievances connected with facility for e-voting, please contact Mrs. Sarita Mote, Assistant Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in or

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-voting system?

- i. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- iii. Select **"EVEN" of the Company, which is 113090.**

[SaritaM@nsdl.co.in](mailto: SaritaM@nsdl.co.in) or at Telephone nos. : 91 22 2499 4890/ 1800-222-990.

21. Instructions for members for attending the AGM through VC/ OAVM are as under:

- i. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

- ii. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- iii. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in/](mailto: evoting@nsdl.co.in) 1800-222-990 or contact Mrs. Sarita Mote, Assistant Manager, NSDL at [SaritaM@nsdl.co.in](mailto: SaritaM@nsdl.co.in) / 022-2499 4890/ or Mr. Y Santhosh Reddy, Assistant Manager, NSDL at [ysanthosh@nsdl.co.in/](mailto: ysanthosh@nsdl.co.in) 040-4433 4178.

- iv. Members are encouraged to join the Meeting through Laptops for better experience. Further Members are requested to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- v. **Registration as speaker at AGM:** Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [investorservices@amararaja.com](mailto: investorservices@amararaja.com) from August 1, 2020 (9:00 A.M.) IST to August 3, 2020 (5:00 P.M.) IST. Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Annexure - I

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (“ACT”) AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“REGULATIONS”)

The following statement sets out all material facts relating to ordinary / special business mentioned in the accompanying notice dated May 30, 2020 and shall be taken as forming part of the notice.

Item No. 3

Dr. Ramachandra N Galla (age 81 years), was appointed as Director at the annual general meeting held on July 20, 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 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 as **Annexure II** 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 the Regulations as set out at item no. 3 of this notice.

Dr. Ramachandra N Galla, Chairman, Mr. Jayadev Galla, Vice Chairman and Managing Director and Dr. Ramadevi Devi, Non-Executive Director are related to each other and are concerned or interested in the resolution as set out at item no. 3 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. 3 of this notice.

Item no. 4

M/s. Brahmayya & Co., Chartered Accountants, Firm Registration No. 000513S and M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Firm Registration No. 117366W/W-100018 were appointed as the Joint Statutory Auditors of the Company at the 30th Annual General Meeting (‘AGM’) held on August 14, 2015 for a term of 5 years and they hold office upto the conclusion of the ensuing Annual General Meeting of the Company.

The Audit Committee and the Board, unanimously, recommends the ordinary resolution as set out in item no. 4 of this notice taking into account their credentials and also based on the evaluation of the quality of audit work done by the joint statutory auditors.

Credentials:

M/s. Brahmayya & Co. is an old and established chartered accountancy firm, having been set up in the year 1932. The firm is head quartered in Vijayawada and has branches in Hyderabad, Visakhapatnam, Kakinada, Guntur and Tanuku with its operations adequately supported by qualified professionals and staff.

Deloitte Haskins & Sells LLP (DHS LLP) is a member firm of Deloitte Touche Tohmatsu Limited (DTTL), a UK private company limited by guarantee. DTTL and each of its member firms are legally separate and independent

entities. DHS LLP is a member of Deloitte Haskins & Sells & Affiliates being the Network of Firms registered with the ICAI. DHS LLP and its affiliate firms in India (collectively referred to as 'Deloitte India') leverage global tools, technology, and best practices of Deloitte.

DHS LLP values for Integrity, Outstanding value to markets and clients, Commitment to each other, Strength from cultural diversity etc.

DHS LLP represented in committees set up by regulators such as the Institute of Chartered Accountants of India (ICAI), Securities Exchange Board of India (SEBI), National Advisory Committee on Accounting Standards (NACAS), Ministry of Corporate Affairs (MCA), Reserve Bank of India (RBI), International Auditing and Assurance Standards Board (IAASB), other regulators and trade associations.

The terms and conditions of re-appointment of the joint statutory auditors and the proposed fees are as follows:

- a. Term of Appointment:** 5 years from the conclusion of this AGM till the conclusion of 40th AGM.
- b. Proposed Fees:** Remuneration for Statutory Audit of ₹70,00,000 (Rupees Seventy Lakhs only) plus applicable taxes, travelling and other out-of-pocket expenses incurred by them in connection with the statutory audit of the Company for the financial year 2020-21. The remuneration payable to the joint statutory auditors for the remaining tenure of the proposed re-appointment will be subsequently determined by the Board as per the recommendations of the Audit Committee.

The proposed fees is be based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmarks. The fees for services in the nature of limited review, statutory certifications and other professional work will be in addition to the audit fee as above and will be determined by the Board in consultation with the Auditors and as per the recommendations of the Audit Committee.

The Board, based on the recommendation of the Audit Committee, unanimously, recommends the ordinary resolution as set out in item no. 4 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. 4 of this notice.

Item No. 5

The Board of Directors at their meeting held on May 30, 2020, 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 2020-21 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 Act 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 2020-21.

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

Dr. Ramadevi Gourineni (Dr. Rama), was appointed as an Additional Director of the Company by the Board with effect from February 1, 2020, pursuant to Section 161 of the Act and holds office upto the date of this Annual General Meeting. The Company has received from Dr. Rama the requisite disclosures/declarations pursuant to the provisions of the Act.

The Company has received a notice from a member proposing the candidature of Dr. Rama for appointment as a Director of the Company.

The particulars of Dr. Rama viz., qualification and directorships and memberships of other Board Committees, shareholding and other details as required under secretarial standards are furnished hereunder as **Annexure II** and in the Corporate Governance Report.

The Board, based on the recommendation of the Nomination and Remuneration Committee, unanimously recommends the ordinary resolution as set out at item no. 6 of this notice.

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

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 appointed Mrs. Bhairavi Tushar Jani ("Mrs. Bhairavi Jani") as an independent director for a term of five years effective from August 14, 2015. In terms of the provisions of Section 149 of the Act, Mrs. Bhairavi Jani is eligible for re-appointment for her second term.

Pursuant to Sections 149, 152, 160 and all other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulations, approval of the members by way of special resolution is required for the reappointment of Mrs. Bhairavi Jani for a second term of five consecutive years from August 14, 2020 to August 13, 2025.

The Company has received a notice from a member proposing the candidature of Mrs. Bhairavi Jani for appointment as an Independent Director of the Company for a second term of five consecutive years.

Mrs. Bhairavi Jani, had given her consent and also declaration that she meets with the criteria of independence as provided in Section 149(6) of the Act and Regulations.

The Board of Directors reviewed the said declarations and in the opinion of the Board, Mrs. Bhairavi Jani fulfills the conditions specified in the Act, the rules made thereunder, Regulations for her appointment as an Independent Director and she is independent of the management.

The Board, after taking into consideration the valuable contributions made by Mrs. Bhairavi Jani; her participation in the Board and based on her performance evaluation, unanimously recommends the special resolution as set out at item no. 7 of this notice.

Mrs. Bhairavi Jani and her relative(s) are interested in the resolutions set out respectively at item no. 7 of the notice with regard to her appointment. 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.

A copy of the draft letter of appointment of Mrs. Bhairavi Jani setting out the 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.

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 not exceeding 5% of the net profits of the Company for the respective financial years. The present tenure will expire on August 31, 2020.

Under the dynamic and able leadership of Mr. Jayadev Galla the Company crossed various milestones and enhanced the stakeholders' value. Taking into consideration, the valuable contributions made by Mr. Jayadev Galla and the need for his strategic directions for the future growth of the Company, the Nomination and Remuneration Committee recommended his re-appointment on the terms and conditions including remuneration as set out hereunder.

As recommended by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on

May 30, 2020, unanimously approved the re-appointment of Mr. Jayadev Galla as the Vice Chairman and Managing Director of the Company for a period of five years i.e with effect from September 1, 2020 to August 31, 2025, pursuant to the provisions of the Act, subject to the approval of the members of the Company.

The members of the Company are requested to note that as per Regulation 17 (6)(e) of Regulations, 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 ₹5 crore or 2.5% of the net profits of the listed entity, whichever is higher.

The approval of the members by way of special resolution is sought for Mr. Jayadev Galla's reappointment as Vice Chairman and Managing Director and for payment of remuneration to him for a period of 5 years from September 1, 2020 to August 31, 2025.

The broad particulars of the terms and conditions of appointment including remuneration payable to Mr. Jayadev Galla are as follows:

1. The Vice Chairman and Managing Director shall, subject to the supervision and control of the Board of Directors carry out such duties as may be entrusted to him by the directors and shall exercise such powers as are delegated to him by the Board of Directors.
2. Period of agreement: 5 years from September 1, 2020 to August 31, 2025
3. **Remuneration comprising of salary, perquisites/benefits 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.

4. 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.

5. Overall remuneration

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

6. 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, Vice Chairman and Managing Director, 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.

7. 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.
8. The terms and conditions of the said re-appointment and/ or agreement may be altered, enhanced or varied from time to time by the Board as it may, in its discretion, deem fit.
9. The agreement may be terminated by either party after giving the other party three (3) months' notice.
10. The Vice Chairman and Managing Director shall not be entitled to receive any fees for attending meetings of the Board/Committee.

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 Dr. Ramadevi Gourineni, Director 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 re-appointment and 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 No. 9

The members of the Company at the Annual General Meeting held on July 20, 2019 approved the payment of commission at the rate of 3% of the net profits of the Company per annum to Dr. Ramachandra N Galla, Non-Executive Chairman for FY 2018-19 and FY 2019-20 and such commission to Non-Executive Independent Directors not exceeding 1% of net profits for each of the financial

years FY 2018-19 to 2023-24 in accordance with the provisions of Section 197 of the Act and Regulation 17 of Regulations.

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 Regulation 17(6)(ca) of Regulations, 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.

It is proposed to pay commission to Dr. Ramachandra N Galla, Non-Executive Chairman @ 3% of the net profit of the Company for FY 2020-21. The resolution set out in item no. 9 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 the financial year 2020-21.

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. 9 of this notice.

Dr. Ramachandra N Galla, Chairman, Mr. Jayadev Galla, Vice Chairman and Managing Director and Dr. Ramadevi Devi, Non-Executive Director are related to each other and are concerned or interested in the resolution as set out in item no. 9 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. 9 of this notice.

By order of the Board of Directors
For **Amara Raja Batteries Limited**

Place: Hyderabad
Date: May 30, 2020

M R Rajaram
Company Secretary

Annexure II

BRIEF PARTICULARS OF THE DIRECTORS PROPOSED FOR RE-APPOINTMENT/APPOINTMENT AT THE ANNUAL GENERAL MEETING AND OTHER DETAILS PURSUANT TO SECRETARIAL STANDARD-2 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ARE GIVEN BELOW:

a. Dr. Ramachandra N Galla

Dr. Ramachandra N Galla (age 81 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 2019-20 and the commission payable for the financial year 2019-20 are given in Corporate Governance report. He is proposed to be appointed as a non-executive director, liable to retire by rotation as proposed in the item no. 3 of the notice of the annual general meeting.

He is the father of Mr. Jayadev Galla, Vice Chairman and Managing Director and Dr. Ramadevi Gourineni, Additional Director and does not hold any shares directly in the Company. He is a major shareholder of RNgalla Family Private Limited, which holds 28.06% equity shareholding in the Company.

Details of Directorships and Committee Memberships of Dr. Ramachandra N Galla as on March 31, 2020 are as follows:

Name of the Company	Chairmanship/ Directorship	Committee	Chairman/ Member
Amara Raja Batteries Limited	Chairman	Stakeholders Relationship Committee Corporate Social Responsibility Committee	Chairman Chairman
Mangal Industries Limited	Chairman	Loan and Investment Committee Audit Committee Corporate Social Responsibility Committee	Chairman Chairman Chairman
Amara Raja Power Systems Limited	Chairman	Loan and Investment Committee Nomination and Remuneration Committee Audit Committee Corporate Social Responsibility Committee	Chairman Member Chairman
Amara Raja Electronics Limited	Chairman	Loan and Investment Committee Audit Committee Corporate Social Responsibility Committee	Member Member Chairman
Andhra Pradesh Gas Power Corporation Limited	Director	-	-

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

b. Dr. Ramadevi Gourineni

Dr. Ramadevi Gourineni (age 56 years) is a qualified Medical practitioner and had done her MBBS from Venkateswara University, India. She had completed residency degree in Neurology from University of Illinois, Chicago; fellowship in EEG & Sleep from Loyala University USA and also did her fellowship in sleep medicine from Northwestern University, Illinois, USA.

She was a director of medical student education in Neurology at Northwestern University and also worked as a faculty member at Northwestern University for 15 years.

Presently, she is the Managing Director of Amara Raja Infra Private Limited and also on the Board of Directors of G2H Health Care Private Limited.

She held the directorship in Amara Raja Batteries

Limited for a short period from June 22, 2007 to August 14, 2008. She was appointed as an additional director on February 1, 2020 and presently she does not hold any memberships in any committees of the Board.

Her attendance details at the Board meetings, Annual General Meeting held during the financial year 2019-20 are given in Corporate Governance report. She is proposed to be appointed as a non-executive director, liable to retire by rotation as proposed in the item no. 6 of the notice of the annual general meeting.

She is the daughter of Dr. Ramachandra N Galla, Chairman and Sister of Mr. Jayadev Galla, Vice Chairman and Managing Director and does not hold any shares directly in the Company. She is a shareholder of RNGalla Family Private Limited, which holds 28.06% equity shareholding in the Company.

Details of Directorships and Committee memberships of Dr. Ramadevi Gourineni as on March 31, 2020 are as follows:

Name of the Company	Chairmanship/ Directorship	Committee	Chairman/ Member
Amara Raja Batteries Limited	Additional Director	-	-
Amara Raja Electronics Limited	Director	-	-
Amara Raja Power Systems Limited	Director	-	-

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

c. Mrs. Bhairavi Tushar Jani

Ms Bhairavi Tushar Jani (age 40 years) is a fourth generation entrepreneur, developmental enthusiast and an avid venture philanthropist. She is the Chairperson and Founder of IEF Entrepreneurship Foundation and Executive Director of SCA Group of Companies founded in 1896. SCA Group undertakes activities in supply chain and logistics sector.

After Post-graduation, she started her career with KPMG Consulting in Washington D.C and most of her project work was in the area of supply chain, public services consulting and business process re-engineering. She started her entrepreneurial journey in 2001 by setting up a fourth party logistics Company in India called i3pl and exited in 2005 before joining SCA Group of Companies.

She has been listed as one of the 30 most Powerful Women in India by the India Today publication. She has been profiled as Stree Shakti (Woman Power) person by CNBC Awaaz and featured as a Young Turk by CNBC TV 18. She has been listed as one of the 10 women exemplars by the Hindustan Times and Business Today Magazine has featured her as the Supply Chain Maven.

She is World Economic Forum's Young Global Leader. She is a KBF Fellow of the Aspen Global Leadership Network of the Aspen Institute and a Responsible Leader of the BMW World Responsible Leaders Forum. She is a Member of Beta Gamma Sigma, the Business Honor Society, USA and is Past National Chairman, CII's Young Indians. She is a trustee of India@75 Foundation, Leap Foundation and Ananta Centre and

serves on the Global Advisory Committee of Earth Day Network.

In the past decade, she has started, acquired, scaled up many ventures, most of them focused on supply chain and logistics. She is a firm believer in entrepreneurial ecosystems that create livelihood opportunities and dedicates a significant amount of her time, expertise and philanthropy for the cause. She is a trained classical dancer and is passionate about the Arts. Co-creating sustainable livelihoods for communities in higher Himalayas is a mission close to her heart.

She was first appointed as an Independent Director on August 14, 2015 and presently she is the member of the

Audit Committee and Nomination and Remuneration Committee.

Her attendance details at the Board meetings and Annual General Meeting held during the financial year 2019-20 and the commission payable for the financial year 2019-20 are given in Corporate Governance report. She 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 as proposed in the item no. 7 of the notice of the annual general meeting.

She 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 Mrs. Bhairavi Jani as on March 31, 2020 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 public limited companies incorporated in India are given.

d. Mr. Jayadev Galla

Mr. Jayadev Galla (age 54 years) holds a Bachelor's degree in Political Science and Economics from University of Illinois at Urbana Champaign, USA.

He first joined the Board first on March 12, 1994, held the position of Executive Director before he was appointed as the Managing Director of Amara Raja Batteries Limited in August 2003. Under his guidance and leadership, the Company has achieved many milestones, viz., including the crossing of Rs. 6,800 Crores turnover; expanding footprint in overseas markets especially in the Indian Ocean Rim, etc. He has been very active and steering the Company's strategy and growth plans.

Prior to joining the Company, he served as International Sales Executive, GNB Battery Technologies, Inc., USA (now part of Exide Technologies, Inc., USA)

He is currently a Member of Parliament, a Member of Confederation of Indian Industry (CII), National Council, Young Indian National Governing Council & Core Group,

Young Presidents Organisation, Hyderabad Chapter and also an External Member, Board of Management Studies (PG) in Sri Venkateswara University, Tirupati. He was also the past Chairman of CII, Andhra Pradesh State Council.

His attendance details at the Board meetings, Committee meetings, Annual General Meeting held during the financial year 2019-20 and the remuneration paid/payable for FY 2019-20 are given in Corporate Governance report. He is proposed to be reappointed as Vice Chairman and Managing Director for a period of five (5) years from September 1, 2020 on a remuneration as proposed in the item no. 8 of the notice of the annual general meeting.

He is the son of Dr. Ramachandra N Galla, Chairman and Brother of Dr. Ramadevi Gourineni, Additional Director and does not hold any shares directly in the Company. He is a shareholder of RNgalla Family Private Limited, which holds 28.06% equity shareholding in the Company.

Details of Directorships and Committee memberships of Mr. Jayadev Galla as on March 31, 2020 are as follows:

Name of the Company	Chairmanship/ Directorship	Committee	Chairman/ Member
Amara Raja Batteries Limited	Vice Chairman and Managing Director	Stakeholders Relationship Loan and Investment Committee	Member Member
Amara Raja Electronics Limited	Director	Loan and Investment Committee	Member
Amara Raja Power Systems Limited	Director	Loan and Investment Committee	Member
Mangal Industries Limited	Director	-	-

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

By Order of the Board of Directors
For **Amara Raja Batteries Limited**

Place : Hyderabad
Date : May 30, 2020

M R Rajaram
Company Secretary