

# Notice of The Annual General Meeting

To the members of  
Amara Raja Batteries Limited

NOTICE is hereby given that the twenty ninth annual general meeting of the members of Amara Raja Batteries Limited will be held on Wednesday, August 6, 2014 at 11:30 AM at the registered office of the Company at Renigunta-Cuddapah Road, Karakambadi- 517 520, Tirupati, Andhra Pradesh to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the audited statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the reports of the Board of Directors' and Auditors' thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2014.
3. To appoint a director in place of Mr. Shu Qing Yang (DIN: 01916660), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
4. To appoint a director in place of Dr. Ramachandra N Galla (DIN: 00133761), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
5. To appoint auditors and to fix their remuneration and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an ordinary resolution:

"RESOLVED that M/s. E Phalguna Kumar & Co., Chartered Accountants, Tirupati, Firm Registration No. 002644S and M/s. Chevuturi Associates, Chartered Accountants, Vijayawada, Firm Registration No. 000632S be and they are hereby appointed as joint statutory auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company and the Board of Directors be and they are hereby authorised to fix the remuneration to the Auditors."

## SPECIAL BUSINESS:

6. To ratify the remuneration of the Cost Auditors for the financial year 2014-15 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies

Act, 2013 (Act) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), M/s. Sagar & Associates, Cost Accountants, Hyderabad, Firm Registration No. 000118, the Cost Auditors appointed by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year 2014-15 at a remuneration of ₹2,50,000 (Rupees Two Lakhs Fifty Thousand only) plus reimbursement of out of pocket expenses and applicable taxes be and is hereby ratified.

**RESOLVED FURTHER** that any of the director or the key managerial personnel 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."

7. To appoint Mr. P Lakshmana Rao (DIN: 01463507) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED that pursuant to the provisions of sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, as amended from time to time and clause 49 of the listing agreement entered into with the stock exchanges, Mr. P Lakshmana Rao (DIN: 01463507), who was appointed as a Director liable to retire by rotation under the Companies Act, 1956 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years effective from August 6, 2014."

8. To appoint Mr. Nagarjun Valluripalli (DIN: 00034389) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED that pursuant to the provisions of sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, as amended from time

to time and clause 49 of the listing agreement entered into with the stock exchanges, Mr. Nagarjun Valluripalli (DIN: 00034389), who was appointed as a Director liable to retire by rotation under the Companies Act, 1956 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years effective from August 6, 2014.”

9. To appoint Mr. N Sri Vishnu Raju (DIN: 00025063) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

“**RESOLVED that** pursuant to the provisions of sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, as amended from time to time and clause 49 of the listing agreement entered into with the stock exchanges, Mr. N Sri Vishnu Raju (DIN: 00025063), who was appointed as a Director liable to retire by rotation under the Companies Act, 1956 and who retires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years effective from August 6, 2014.”

10. To appoint Mr. T R Narayanaswamy (DIN: 01143563) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

“**RESOLVED that** pursuant to the provisions of sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, as amended from time to time and clause 49 of the listing agreement entered into with the stock exchanges, Mr. T R Narayanaswamy (DIN: 01143563), who was appointed as a Director liable to retire by rotation under the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years effective from August 6, 2014.”

11. To appoint Mr. Raymond J Brown (DIN: 01916646) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

“**RESOLVED that** pursuant to the provisions of sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, as amended from time to time and clause 49 of the listing agreement entered into with the stock exchanges, Mr. Raymond J Brown (DIN: 01916646), who was appointed as a Director liable to retire by rotation under the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years effective from August 6, 2014.”

12. To appoint Mr. Vikramadithya Gourineni as a Management Executive and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a special resolution:

“**RESOLVED that** pursuant to the provisions of Section 314 (1) (b) read with the Director’s Relatives (Office or Place of Profit) Rules, 2003 and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to Mr. Vikramadithya Gourineni, relative of a Director of the Company, for holding/ continuing to hold office or place of profit under the Company as Management Executive at a remuneration of ₹2.01 million (CTC) per annum, effective from August 16, 2013.”

13. To authorise the board to enter into lease agreement to take land admeasuring 12 acres on long term lease from Amara Raja Infra Private Limited and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

“**RESOLVED that** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) consent of the members of the Company be and is hereby accorded to the Board of Directors for entering into a lease agreement with M/s. Amara Raja

Infra Private Limited to take on lease land admeasuring 12 acres, for the setting up of amenities like hostel and canteen for workmen, situated at Majara Kothapalli Village of Yadamarri Mandal and/or Nunegundlapalle Village of Bangarupalyam Mandal in Chittoor District for a period of 99 years with effect from September 1, 2014 or such other date as may be agreed to by the parties, for a total lease consideration of ₹57.00 million (including ₹36.00 million towards development/ user charges payable from time to time)."

"RESOLVED FURTHER that for the purpose of giving effect to this resolution, the board be and is hereby authorised to finalise, settle and execute such documents/deeds/writings/ agreements as may be required and do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/ charges as aforesaid."

**By Order of the Board**

**For Amara Raja Batteries Limited**

Place: Hyderabad  
Date: May 28, 2014

**M R Rajaram**  
*Company Secretary*

**Corporate Identification Number (CIN):**  
L31402AP1985PLC005305

**Registered Office:**  
Renigunta-Cuddapah Road  
Karakambadi, Tirupati – 517 520  
Andhra Pradesh  
Tel: 91 (877) 226 5000  
Fax: 91 (877) 228 5600  
E-mail: [investorservices@amararaja.co.in](mailto:investorservices@amararaja.co.in)  
Website: [www.amararaja.co.in](http://www.amararaja.co.in)

## Notes:

1. A Member entitled to attend and vote at the annual general meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy so appointed need not be a member of the Company. A person can't act as proxy on behalf of members exceeding fifty and holding in the aggregate more than ten percent of the total share capital of the Company carrying voting rights.

The proxy form in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

2. Corporate member(s) intending to send their authorised representative(s) to attend the meeting are requested to send to the Company a certified true copy of the board resolution pursuant to Section 113 of the Companies Act, 2013 authorising their representatives to attend and vote on their behalf at the meeting.
3. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to the special business to be transacted at the meeting is annexed hereto.
4. The registers i.e Register of Directors and Key Managerial Personnel and Register of Contracts or Arrangements maintained under Section 170 and Section 189 of the Act will be available for inspection to the members at the meeting.
5. The register of members and share transfer books of the Company will remain closed from Friday, August 1, 2014 to Wednesday, August 6, 2014 (both days inclusive), for the purpose of determining the entitlement of member to the dividend for the financial year 2013-14, if declared at the meeting.
6. The dividend, if declared, shall be paid on or before August 31, 2014 to those members whose name appear in the register of members as on the date of the meeting. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of July 31, 2014 as per the details furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
7. The copies of the Annual Report 2013-14 are being sent by electronic mode including the notice of the 29th Annual General Meeting of the Company to all the members

whose email-ids are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, the aforesaid documents are being sent in the permitted mode.

8. Members may also note that the notice of the 29th annual general meeting and the Annual Report 2013-14 will be available on the Company's website [www.amararaja.co.in](http://www.amararaja.co.in). The physical copies will also be available at the registered office of the Company for inspection during normal business hours on working days.
9. Additional information pursuant to Clause 49 of the listing agreement entered with the stock exchanges in respect of the directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting are furnished and forms part of the Notice.
10. Members are advised to refer to the shareholders' referencer placed on the Company's website [www.amararaja.co.in](http://www.amararaja.co.in) covering various aspects such as investor services and grievance handling mechanism, recommendations of the Company to the shareholders, dividend, ECS facility and its requirements, unclaimed/unpaid dividend, unclaimed shares, dematerialisation/rematerialisation of shares, transfer/transmission / transposition / duplicate certificates, etc, nomination facility, miscellaneous matters and other information. Members are also advised to refer to the general shareholders' information in the corporate governance section of the annual report to know more information pertaining to shares of the Company.
11. To support the 'Green Initiative', members who have not registered their e-mail addresses so far are requested to register their e-mail address with RTA/Depositories for receiving all communication(s) including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. Members seeking any information with regard to the financial statements, are requested to write to the Company atleast 7 days before the meeting so as to enable the management to keep the information ready at the meeting.
13. Members are requested to handover the attendance slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall.
14. **Voting through electronic means (E-voting)**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and clause 35B of the listing agreement, the Company is pleased to provide e-voting facility to the members to exercise their right to vote electronically on all the resolutions set forth in this notice.

The Company has engaged the services of Karvy Computershare Private Limited (Karvy) to provide e-voting facility. The e-voting facility is available at the link: <https://evoting.karvy.com>

A separate communication / notice is being sent to all the shareholders to enable them to cast their votes through e-voting.

## Statement pursuant to Section 102 (1) of the Companies Act, 2013(Act)

The following statement sets out all material facts relating to special business mentioned in the accompanying notice dated May 28, 2014 and shall be taken as forming part of the notice.

### Item No. 6

The Board of Directors at their meeting held on May 28, 2014, on recommendation of the Audit Committee, approved the appointment of M/s. Sagar & Associates, Cost Accountants, Hyderabad as cost auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2014-15 on a remuneration of ₹2,50,000 (Rupees Two Lakhs Fifty Thousand only) plus reimbursement of out of pocket expenses and applicable taxes.

Pursuant to the provisions of the Section 148 of the Companies Act read with the Companies (Audit and Auditors) Rules, 2014, consent of the members is sought for passing an ordinary resolution as set out at item no. 6 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2014-15.

### Item Nos. 7 to 11

As per the provisions of sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, the independent directors shall be appointed for a term of upto five consecutive years and they are not liable to retire by rotation.

Non-Executive Independent Directors i.e Mr. P Lakshmana Rao, Mr. Nagarjun Valluripalli, Mr. N Sri Vishnu Raju, Mr. T R Narayanaswamy and Mr. Raymond J Brown ("Non-Executive Independent Directors) were appointed as directors liable to retire by rotation under the provisions of the erstwhile Companies Act, 1956. It is proposed to appoint all the non-executive independent directors under Section 149 of the Act and clause 49 of the listing agreement entered into with the stock exchanges to hold office for five consecutive years effective from August 6, 2014.

The Company has received notices in writing under Section 160 of the Act, from members along with a requisite deposit amount proposing the candidature of each of the non-executive independent director (except for Mr. N Sri Vishnu Raju who retires at this AGM) for the office of Independent Director under Section 149 of the Act.

The Board of Directors have reviewed the declarations made by each of the non-executive independent directors that they

meet the criteria of independence as provided in Section 149(6) of the Act, and the Board has formed an opinion that they fulfill the conditions specified in the Act and the rules made thereunder and are independent of the management.

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

Each of the non-executive independent directors is interested in the resolutions set out respectively at Item Nos. 7 to 11 of the Notice with regard to their respective appointments. The relatives of each of the non-executive independent directors may be deemed to be interested in the resolution set out respectively at Item Nos. 7 to 11 of the Notice, to the extent of their shareholding interest, if any, in the Company in the said resolution.

### Item No. 12

Mr. Vikramadithya Gourineni (Mr. Vikram), grandson of Dr. Ramachandra N Galla, Chairman was appointed as management executive of the Company with effect from August 16, 2013 at a remuneration of ₹2.01 million (CTC) per annum. Mr. Vikram is relative under Section 6 read with Schedule IA to the Companies Act, 1956. Mr. Vikram holds bachelor's degree in Science (Natural Sciences) from University of Wisconsin and worked as management trainee at Leprino Goods in Lemoore, California before he joined the Company.

The resolution at item no. 12 seeks the approval of the members by way of special resolution pursuant to Section 314 of the Companies Act, 1956.

Dr. Ramachandra N Galla, Chairman and Mr. Jayadev Galla, Vice Chairman and Managing Director to the extent of their shareholding in the Company are interested in the resolution set out at Item No. 12 of the Notice. The relatives of Dr. Ramachandra N Galla, Chairman and Mr. Jayadev Galla, Vice Chairman and Managing Director may be deemed to be concerned or interested to the extent of their shareholding interest, if any, in the Company in the said resolution.

### Item No. 13

The Company had undertaken green field expansion projects for enhancing the capacity in both Industrial and Automotive Batteries at Nunegundlapalle Village, Bangarupalyam Mandal in Chittoor district. These facilities have been put up on 100

acres of land taken on long lease of 99 years from Amara Raja Infra Pvt Ltd (ARIPL). The said land is part of the proposed 482 acres of Industrial Park being developed by ARIPL. In order to cover the green belt requirement and also to construct hostel /canteen and other amenities for workmen and staff, the Company proposes to take an additional land of 12 acres which would be in close proximity to the existing plant.

ARIPL is a related party as per the provisions of Section 2(76) of the Companies Act 2013(Act). The proposed lease of land on a long term basis may be deemed not in the ordinary course of business and hence members approval is being sought by way of a special resolution pursuant to the provisions of Section 188 of the Act.

The particulars of the transaction required to be disclosed under the provisions of the Act and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under

- a. Name of the Related Party and nature of relationship: Amara Raja Infra Private Limited (ARIPL). Dr. Ramachandra N Galla, Chairman and Mr. Jayadev Galla, Vice Chairman and Managing Director are directors in ARIPL and they along with their relatives hold 100% of the paid-up share capital of ARIPL.
- b. Nature and duration of the contract: Lease Deed to take land on lease admeasuring 12 acres situated at Majara Kothapalli Village of Yadamarri Mandal and/or Nunegundlapalle Village of Bangarupalyam Mandal in Chittoor District for 99 years from September 1, 2014 or such other date as may be agreed by the Company and ARIPL.
- c. Material terms including consideration:
  - i. Area of land : 12 Acres
  - ii. Long term Lease for a period of 99 years.
  - iii. Cost per acre at ₹4.75 million totaling to ₹57 million which includes cost for development of infrastructure and common facilities by ARIPL.
  - iv. Cost of the land is ₹21 million payable upfront and the balance ₹36 million is towards developmental/ user fee payable by the Company to ARIPL in a phased manner depending on completion of infrastructure/ developmental works
  - v. The long term lease facilitates the Company (ARBL) to sub-lease, license, sub-license, the whole or any part of the land or to assign its rights under this lease, provided that any such assignment or sub-lease, license, sub-license shall always be subject to the terms of the lease.

vi. Indemnity against any loss that may be suffered by the Company (ARBL) due to any act of omission or commission by ARIPL and their assigns or loss due to any act of government or quasi or judicial authority by any act with regard to the ownership and transferability/ lease of the land.

vii. ARIPL and its directors will indemnify ARBL and its directors/assigns for any loss that may arise due to any act/requirement which would invalidate the usage of land for the setting up/running of the manufacturing facility set up/to be set up by the Company during the lease term.

viii. The Company (ARBL) alone has the right to terminate the lease in case of issue(s) arising or leading to termination of the contract.

ix. Jurisdiction of courts : Chittoor, India

d. Any advance paid : Nil

e. Manner of determining the pricing, commercial terms and the factors considered:

All the relevant factors such as location, state of the land, prevailing market rates, proximity to the new plant, the entire development of the land by ARIPL wherein various industries are expected to set up their facilities, the potential of the area to become an industrial Hub and the resultant benefits which would accrue to the Company in future were considered in determining the price and other commercial terms.

A copy of the draft lease deed proposed to be entered with ARIPL is available for inspection without any fee by the members at the registered office of the Company during normal business hours on working days upto the date of Annual General Meeting.

Dr. Ramachandra N Galla, Chairman and Mr. Jayadev Galla, Vice Chairman and Managing Director to the extent of their shareholding in the Company are interested in the resolution set out at Item No. 13 of the Notice. The relatives of Dr. Ramachandra N Galla, Chairman and Mr. Jayadev Galla, Vice Chairman and Managing Director may be deemed to be concerned or interested to the extent of their shareholding interest, if any, in the Company in the said resolution.

By Order of the Board  
For Amara Raja Batteries Limited

M R Rajaram

Company Secretary

Place: Hyderabad

Date: May 28, 2014

Pursuant to clause 49 of the listing agreement entered into with the stock exchanges, brief particulars of the directors proposed for re-appointment/ appointment at the annual general meeting are given below

I. Name of the Director	Dr. Ramachandra N Galla
Date of Birth	June 01, 1938
Qualification	M.E. (Applied Electronics) from Roorkee University, Uttar Pradesh. MS (Systems Sciences) from Michigan State University, USA
Expertise	<p>Dr. Ramachandra N Galla (Dr. Galla) started his career with US Steel Corporation, Pittsburg, Pennsylvania, USA and later joined Sargent &amp; Lundy in 1971. He has worked in various capacities until 1985 before he turned a full time entrepreneur and founder of the Amara Raja group of companies.</p> <p>He has promoted and established many business ventures spanning across automotive components, industrial batteries, power electronics, engineering precision products, food and infrastructure. The group has established state of the art manufacturing infrastructure in the Chittoor district of Andhra Pradesh and has employed more than 7000 people directly with many more indirect employment opportunities being created in rural society.</p> <p>Dr.Galla's mission statement has always been to transform our spheres of influence and to improve the quality of life by building institutions that provide better access to better opportunities, goods and services to people all the time. True to his mission statement and his interest in social uplift of people, Dr. Galla has initiated various CSR activities in the area of education, water conservation and irrigation schemes, social afforestation etc.</p> <p>He has been conferred Honorary Doctorate by Sri Venkateswara University, Tirupati in 2007 and later by Jawaharlal Nehru Technological University, Hyderabad in 2008 and has also received many awards for his entrepreneurial efforts and contribution to social cause.</p>
Name(s) of other Companies in which Directorships held	<p>Amara Raja Power Systems Limited</p> <p>Mangal Industries Limited (formerly known as Mangal Precision Products Limited)</p> <p>Amara Raja Electronics Limited</p> <p>Amara Raja Infra Private Limited</p> <p>Amaron Batteries Private Limited</p> <p>Amara Raja Industrial Services Private Limited</p> <p>RNGalla Family Holdings Private Limited</p> <p>Andhra Pradesh Gas Power Corporation Limited</p>
Name of other Companies in which Committee membership(s)/ Chairmanship(s) held	Mangal Industries Limited – Chairman of Audit Committee
Total shares held by him in the Company	1,27,95,074 equity shares of ₹1 each
Relationship with other directors	Dr. Ramachandra N Galla is the father of Mr. Jayadev Galla, Managing Director

<b>II. Name of the Director</b>	<b>Mr. Shu Qing Yang</b>
Date of Birth	March 24, 1955
Qualification	Master's Degree in Mechanical Engineering from the University of Southern California in Los Angeles, California
Expertise	<p>Mr. Shu Qing Yang is the Vice President, Johnson Controls Inc, Government Affairs, China responsible for establishing the corporate government affair function in China since October 2012. Prior to this, he served as Vice President and General Manager since 2007 responsible for growing Power Solution Business in the Asia Pacific Region with locations in China, India, Japan, Korea and ASEAN regions.</p> <p>He has been relocated to Shanghai in 2005 from US later to Singapore where he served as Vice President, Business Development and Strategy Asia Pacific for JCI's seating/interior business over ten years.</p>
Name(s) of other Companies in which Directorships held	Nil
Name of other Companies in which Committee membership(s)/ Chairmanship (s) held	Nil
Total shares held by him in the Company	Nil
Relationship with other directors	Mr. Shu Qing Yang is not related to any other Director of the Company.

<b>III. Name of the Director</b>	<b>Mr. P Lakshmana Rao</b>
Date of Birth	October 28, 1939
Qualification	Bachelor degree in Commerce and is a Fellow Member of Institute of Chartered Accountants of India.
Expertise	Mr. P Lakshmana Rao is a partner of M/s. Brahmaya & Co., Chartered Accountants, Vijayawada and Guntur, since 1974. He is associated with various educational institutions/ trusts as governing body member as President/ Vice President.
Name(s) of other Companies in which Directorships held	Lalitha Real Estates Private Limited Veeraiah Non-Conventional Power Projects Limited
Name of other Companies in which Committee membership(s)/ Chairmanship (s) held	Nil
Total shares held by him in the Company	Nil
Relationship with other directors	Mr. P Lakshmana Rao is not related to any other Director of the Company



<b>IV. Name of the Director</b>	<b>Mr. Nagarjun Valluripalli</b>
Date of Birth	May 6, 1968
Qualification	Master degree in Science from the Birla Institute of Technology and Science (BITS), Pilani, Rajasthan, India
Expertise	<p>Mr. Nagarjun Valluripalli served as the founder, Chairman, President and Chief Executive Officer of Intelligroup, Inc. from 1993 till 2005. Intelligroup Inc. provided systems integration and IT outsourcing services and employed over 3000 professionals worldwide.</p> <p>Through the years he has received various awards which includes NJ Fast 50 awards in the years 1995, 1996 and 1997, NJ Fast 500 award in 1999, NJ Ernst and Young Entrepreneur of the Year Winner in 2001, VAR Business awards in 2000, 2001 and 2003 and Ronald Reagan Technology award from the World Business Forum for 2004.</p> <p>He is also a strategic investor in numerous companies from software, Food &amp; Beverages, Consumer Electronics, Business Process Outsourcing to Power and Infrastructure.</p>
Name(s) of other Companies in which Directorships held	Silicon Leasing and Investments Limited and many other Private Limited Companies.
Name of other Companies in which Committee membership(s)/ Chairmanship (s) held	Silicon Leasing and Investments Limited – Member of Audit Committee and Shareholders/Investors Grievance Committee.
Total shares held by him in the Company	3,000 equity shares of ₹1 each
Relationship with other directors	Mr. Nagarjun Valluripalli is not related to any other Director of the Company
<b>V. Name of the Director</b>	<b>Mr. N Sri Vishnu Raju</b>
Date of Birth	December 28, 1973
Qualification	Bachelor's of Engineering from Osmania University, Hyderabad
Expertise	Mr. N Sri Vishnu Raju is an Alumnus of the Harvard Business School having completed the OPM programme. He was earlier a Director in Raasi Cements Limited and Raasi Ceramics Limited. He is the Founder and Chairman of Exciga Group
Name(s) of other Companies in which Directorships held	<p>Raasi Computer Limited</p> <p>Raasi Software Corporation Limited</p> <p>Heritage Foods Limited</p> <p>Elansoft Infotech Limited and many other Private Limited Companies.</p>
Name of other Companies in which Committee membership(s)/ Chairmanship (s) held	Nil
Total shares held by him in the Company	Nil
Relationship with other directors	Mr. N Sri Vishnu Raju is not related to any other director of the Company

<b>VI. Name of the Director</b>	<b>Mr. T R Narayanaswamy</b>
Date of Birth	March 14, 1977
Qualification	Bachelor's degree in commerce from Loyola College, University of Madras and a Master degree in Commerce with specialisation in International Marketing from the University of Madras.
Expertise	Mr. T R Narayanaswamy is a business man and has floated many companies. He is the Chief Executive Officer of Results Marine Private Limited, Chennai. He has immense knowledge in the fields of business, finance and marketing.
Name(s) of other Companies in which Directorships held	Birdie Investments (Madras) Private Limited Tattva Home Healthcare Private Limited (Formerly known as "Reson Unified Logistics & Technical Services Private Limited") Results Marine Private Limited Tattva Holdings Private Limited Thanga Mayil Jewellery Limited Tattva Shipping Private Limited Tattva Survey Private Limited Results Investments Private Limited Results Survey Private Limited
Name of other Companies in which Committee membership(s)/ Chairmanship (s) held	Birdie Investments (Madras) Private Limited – Member of Audit Committee
Total shares held by him in the Company	Nil
Relationship with other directors	Mr. T R Narayanaswamy is not related to any other director of the Company
<b>VII. Name of the Director</b>	<b>Mr. Raymond J Brown</b>
Date of Birth	August 28, 1950
Qualification	B.A. degree in Accounting & Finance from Pennsylvania State University
Expertise	He joined Johnson Controls Inc., (JCI) in 1980 and has held positions of increasing responsibility within JCI Sales and Marketing and retired as V.P Sales and Marketing of JCI, Power Solutions Asia/Pacific business. During his stint in JCI, he was involved in the global battery growth of JCI in Mexico, South America, Europe, and Asia. He resides in Brighton, Michigan, USA and was on the board of the Company as JCI nominee during the period from 2002 to 2006 and 2007 to 2009 and had made invaluable contributions for the plans and growth of the Company.
Name(s) of other Companies (other than Amara Raja Batteries Limited) in which Directorships held	Nil
Name of other Companies (other than Amara Raja Batteries Limited) in which Committee membership (s)/ Chairmanship (s) held	Nil
Total shares held by him in the Company	Nil
Relationship with other directors	Mr. Raymond J Brown is not related to any other director of the Company



"There is always room at the top."  
- Daniel Webster

# Proxy Form

Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]



**AMARA RAJA**

Gotta be a better way

Amara Raja Batteries Limited

CIN: L31402AP1985PLC005305

Registered Office: Renigunta – Cuddapah Road, Karakambadi, Tirupati – 517520, Andhra Pradesh

Tel: 91 (877) 226 5000 Fax: 91 (877) 228 5600

investorservices@amararaja.co.in | www.amararaja.co.in

## 29th Annual General Meeting - August 6, 2014

Name of the Member(s)

Registered address

E-mail id

Folio No./ Client ID No.

DP ID

I/We, being the member (s) of ..... shares of the Amara Raja Batteries Limited, hereby appoint

1. Name : .....

Address : .....

e-mail id : .....

Signature : .....or failing him/her

2. Name : .....

Address : .....

e-mail id : .....

Signature : .....or failing him/her

3. Name : .....

Address : .....

e-mail id : .....

Signature : .....or failing him/her



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual general meeting of the Company, to be held on Wednesday, August 6, 2014 at 11:30 a.m. at Renigunta-Cuddapah Road, Karakambadi, Tirupati -517 520 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of the audited statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the reports of the Board of Directors' and Auditors' thereon.
  2. Declaration of dividend for the financial year 2013-14.
  3. Re-appointment of Mr. Shu Qing Yang as a director of the Company.
  4. Re-appointment of Dr. Ramachandra N Galla as a director of the Company.
  5. Appointment of the joint statutory auditors of the Company.
  6. Ratification of the remuneration to be paid to the cost auditors of the Company for the financial year 2014-15.
  7. Appointment of Mr. P Lakshmana Rao as an Independent Director.
  8. Appointment of Mr. Nagarjun Valluripalli as an Independent Director.
  9. Appointment of Mr. N Sri Vishnu Raju as an Independent Director.
  10. Appointment of Mr. T R Narayanaswamy as an Independent Director.
  11. Appointment of Mr. Raymond J Brown as an Independent Director.
  12. Appointment of Mr. Vikramadithya Gourineni, relative of a Director of the Company as a Management Executive.
  13. Approval to the Board to enter into lease agreement with Amara Raja Infra Private Limited.
- 

Signed this ..... day of ..... 2014

Please Affix  
Revenue  
Stamp

Signature of the Member

**Notes:**

1. The proxy form to be effective, should be duly stamped, completed, signed and must be returned so as to reach the Registered Office of the Company, not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a Member of the Company.