



No. 28, I st Floor, Ganapathy Colony, IIIrd Street, Teynampet, Chennai - 600 018.

Scrutinizer's Report
[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended]

Dated: 07.08.2020

To
The Chairman
M/s. Amara Raja Batteries Limited
Renigunta-Cuddapah Road, Karakambadi
Tirupati, Andhra Pradesh - 517520.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 35th Annual General Meeting of Amara Raja Batteries Limited held on Friday, August 07, 2020 at 10:30 A.M through video conferencing ('VC') / other audio visual means ('OAVM').

I, V Suresh, Practising Company Secretary, have been appointed by the Board of Directors of M/s. Amara Raja Batteries Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and ascertaining the requisite majority, on the resolutions contained in the notice dated May 30, 2020 issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8 April 2020, 13 April 2020 and 5 May 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, for the 35th Annual General Meeting (AGM) of the members of the Company, held on Friday, August 07, 2020 at 10:30 A.M through video conferencing ('VC') / other audio visual means ('OAVM').

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated 30th May 2020, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.



The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper ""Business Line" all editions and in a vernacular newspaper "Andhra Jyoti" Chittoor edition on July 17, 2020.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice of 35th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to presenting a Scrutinizer's Report on the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

The e-voting period remained open from Tuesday, August 04, 2020 (9.00 a.m. IST) to Thursday, August 06, 2020 (5.00 p.m. IST) (both days inclusive).

The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.

The Corporate members who had participated in the remote e-voting had provided scanned copy of the resolution passed at their Board of Directors Meeting for authorization to exercise their votes through e-voting.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The members of the Company as on the "cut-off" date i.e. July 31, 2020 were entitled to vote on the resolutions (items no. 1 to 9 as set out in the notice of the 35th AGM of the Company.)

After the closure of remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.

Thereafter, the consolidated results containing, inter alia, list of Equity Shareholders, who voted "for", "against" or "abstained", in respect of the each of the resolutions that were put to vote, were generated from the e-voting website of M/s. National Securities Depository Limited (NSDL) (i.e.) [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/) and remote e-voting at the AGM, was prepared.

The consolidated results are as follows:



Resolution No 1: Ordinary Resolution

Ordinary Business: Adoption of the audited standalone financial statements for the financial year ended March 31, 2020 together with the reports of the Board of Directors' and Auditors' thereon

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting & Voting at AGM	9,16,63,566	426	9,16,63,468	99.99	10	98	0.01	-	1,03,091

Resolution No 2: Ordinary Resolution

Ordinary Business: Adoption of the audited consolidated financial statements for the financial year ended March 31, 2020 together with Auditors' Report thereon.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting & Voting at AGM	9,16,63,566	426	9,16,63,468	99.99	10	98	0.01	-	1,03,091



Resolution No 3: Special Resolution

Ordinary Business: Re-appointment of Dr. Ramachandra N Galla (DIN 00133761), as a Director of the Company, liable to retire by rotation.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting & Voting at AGM	9,04,24,342	396	8,94,39,670	98.91	40	9,84,672	1.09	-	13,42,315

Resolution No 4: Ordinary Resolution

Ordinary Business: Re-appointment of Joint Statutory Auditors of the Company and fix their remuneration for a second term of five years.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting & Voting at AGM	9,17,66,646	414	9,17,65,890	99.99	24	756	0.01	-	11



Resolution No 5: Ordinary Resolution

Special Business: Ratification of the remuneration to be paid to the cost auditors of the Company for the financial year 2019-20.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting & Voting at AGM	9,17,66,358	414	9,17,64,081	99.99	23	2,277	0.01	-	299

Resolution No 6: Ordinary Resolution:

Special Business: Appointment of Dr. Ramadevi Gourineni (DIN: 01347211) as a Director, liable to retire by rotation.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting & Voting at AGM	8,84,83,539	389	8,75,71,520	98.97	43	9,12,019	1.03	-	32,83,118




Resolution No 7: Special Resolution:

Special Business: Appointment of Mrs. Bhairavi Tushar Jani (DIN: 00185929) as a Non-Executive Independent Director for a second term of five consecutive years.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-voting at the AGM	8,84,49,890	362	8,43,73,950	95.39	70	40,75,940	4.61	-	33,16,767

Resolution No 8: Special Resolution:

Special Business: Re-appointment of Mr. Jayadev Galla (DIN : 00143610) as Vice Chairman and Managing Director of the Company and fix his remuneration.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-voting at the AGM	8,84,50,003	305	7,25,27,603	82.00	126	1,59,22,400	18.00	-	33,16,654



Resolution No 9: Special Resolution:

Special Business: Approval of commission payable to Dr. Ramachandra N Galla, Non-Executive Chairman (DIN: 00133761) for the financial year 2020-21.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-voting at the AGM	8,84,16,539	276	7,20,11,090	81.45	155	1,64,05,449	18.55	-	33,50,118

All the resolutions have been passed with requisite majority.

Thanking you,

Yours Faithfully,



V Suresh
Practising Company Secretary
CP No. 6032

