

**PROCEEDINGS OF THE TWENTY SIXTH ANNUAL GENERAL MEETING OF
THE SHAREHOLDERS OF AMARA RAJA BATTERIES LIMITED HELD AT
3.00 P.M. ON SATURDAY, AUGUST 13, 2011 AT THE REGISTERED OFFICE
OF THE COMPANY AT RENIGUNTA - CUDDAPAH ROAD, KARAKAMBADI,
TIRUPATI - 517 520**

Present

Directors

Dr. Ramachandra N Galla	Chairman and Member
Mr. Jayadev Galla	Managing Director and Member
Mr. Shu Qing Yang	Director
Mr. P. Lakshmana Rao	Director (Chairman of the Audit Committee)
Mr. N. Sri Vishnu Raju	Director
Mr. T.R.Narayanaswamy	Director

Members

59 members were present in person.

Proxies

No proxy was present

Auditor

Mr. E. Chaitanya	Partner M/s. E. Phalguna Kumar & Co, Chartered Accountants, Tirupati
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In attendance

Mr. K. Suresh	Chief Financial Officer
Mr. N. Ramanathan	Company Secretary

In accordance with Article 72 of the Articles of Association of the Company, Dr. Ramachandra N Galla, Chairman of the board of directors took the Chair.

The Chairman welcomed the members and introduced the directors on the dais, auditor and other key executives seated off the dais.

The Chairman declared that the requisite quorum was present and called the meeting to order.

The Chairman placed before the meeting the Register of Directors' Shareholdings maintained under Section 307 of the Companies Act, 1956 and informed that the same was available for inspection by the members at any time during the meeting.

With the consent of the members present, the notice convening the Annual General Meeting of the Company was taken as read.



The Chairman then delivered his speech and after his speech requested the Managing Director to address the meeting.

The Managing Director addressed the meeting and highlighted the performance of the Company.

The Company Secretary read the Auditors' Report for the year 2010-11.

The business of the meeting as per the notice was taken up item-wise.

1. Adoption of Accounts.

The Chairman requested Mr. N.Ramanathan, Company Secretary, to read the ordinary resolution for the adoption of accounts for the year ended March 31, 2011 and Mr. N.Ramanathan read out the ordinary resolution as follows:

"RESOLVED that the audited balance sheet of the Company as at March 31, 2011, the profit and loss account for the year ended on that date and the report of directors and auditors thereon as placed before the meeting be and is hereby received, considered and adopted/approved."

Chairman requested a member to propose and another member to second the resolution and the resolution was proposed and seconded as follows:

Proposed by Mr. Vemuri Prakash
(DP ID/Client ID 12035000031993) and

Seconded by Ms. K. Shyamamma
(Folio No. 54101)

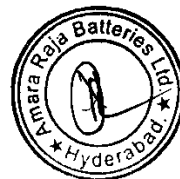
Before putting the resolution to vote the Chairman invited members (other than those present by proxy) to make observations and comments and ask questions, if any, on the performance of the Company for the year ended March 31, 2011 and also on the various resolutions set out in the notice convening the meeting.

Since there were no queries raised by the members, the Chairman put the resolution for adoption of accounts and the reports of directors' and auditors' thereon to vote as an ordinary resolution.

On a show of hands, the Chairman declared the aforesaid ordinary resolution carried unanimously.

2. Declaration of dividend

The Chairman requested Mr. N. Ramanathan, Company Secretary, to read the ordinary resolution for the declaration of dividend for the year ended March 31, 2011 and Mr. N. Ramanathan read out the ordinary resolutions:



"RESOLVED that the one-time special dividend at the rate of 100% (Rs. 2 per share of Rs. 2 fully paid up) declared by the board of directors of the Company on January 24, 2011 to commemorate the silver jubilee occasion be and is hereby confirmed/ approved.

"RESOLVED FURTHER that a dividend at the rate of 130% (Rs.2.60 per share of Rs.2 fully paid up) as recommended by the board be and is hereby declared on the equity share capital of the Company for the year ended March 31, 2011 and that the same be paid to such of those members whose name(s) appear in the Company's register of members on August 13, 2011."

Chairman requested a member to propose and another member to second the resolution and the resolution was proposed and seconded as follows:

Proposed by Ms. Gali Sumathi
(DP ID-IN301022, Client ID-20666445) and

Seconded by Mr. A. Jaishankar
(DP ID-IN301696, Client ID-10356169)

Thereafter, the Chairman put the resolution for declaration of dividend to vote as an ordinary resolution.

On a show of hands, the Chairman declared the aforesaid ordinary resolution carried unanimously.

3. Re-appointment of Mr. Jorge A Gonzalez as a director.

The Chairman requested Mr. N.Ramanathan, Company Secretary, to read the ordinary resolution for the re-appointment of Mr. Jorge A Gonzalez as a director of the Company and Mr. N.Ramanathan read out the ordinary resolution as follows:

"RESOLVED that Mr. Jorge A Gonzalez who retires in terms of Article 105 (a) of the Company's Articles of Association and being eligible for re-appointment, be and he is hereby re-appointed as a director of the Company."

Chairman requested a member to propose and another member to second the resolution and the resolution was proposed and seconded as follows:

Proposed by: Mr. P. Ravi Kumar
(Folio No. 40543) authorised representative of Mangal
Precision Products Limited and

Seconded by: Mr. Venkataraju Muppala
(DP ID IN301774 / Client ID 15893642)

Thereafter, the Chairman put the resolution for re-appointment of Mr. Jorge A Gonzalez as a director to vote as an ordinary resolution.



On a show of hands, the Chairman declared the aforesaid ordinary resolution carried unanimously.

4. Re-appointment of Mr. Shu Qing Yang as a director

The Chairman requested Mr. N.Ramanathan, Company Secretary, to read the ordinary resolution for the re-appointment of Mr. Shu Qing Yang as a director of the Company and Mr. N.Ramanathan read out the ordinary resolution as follows:

"RESOLVED that Mr. Shu Qing Yang who retires in terms of Article 105 (a) of the Company's Articles of Association and being eligible for re-appointment, be and he is hereby re-appointed as a director of the Company."

Chairman requested a member to propose and another member to second the resolution and the resolution was proposed and seconded as follows:

Proposed by: Mr. P. Muralidharan
(DPID IN301696 / Client ID 10552826) and

Seconded by: Mr. B. Damodara Rao
(DP ID IN302324 / Client ID 10003508)

Thereafter, the Chairman put the resolution for re-appointment of Mr. Shu Qing Yang as a director to vote as an ordinary resolution.

On a show of hands, the Chairman declared the aforesaid ordinary resolution carried unanimously.

5. Re-appointment of auditors

The Chairman requested Mr. N.Ramanathan, Company Secretary, to read the ordinary resolution for the re-appointment of the auditors of the Company and Mr. N. Ramanathan read out the ordinary resolution as follows:

"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 re-appointed as joint 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 on such remuneration to be mutually agreed between the board of directors and the auditors."

The Chairman requested a member to propose and another member to second the resolution and the resolution was proposed and seconded as follows:

Proposed by Mr. Lankipalli Reddappa Naidu
(DP ID IN 301022 / Client ID 21449766) and



Seconded by Mr. Jaishankar
(DP ID IN 301696 / Client ID 10356169)

Thereafter, the Chairman put the resolution for re-appointment of auditors to vote as an ordinary resolution.

On a show of hands, the Chairman declared the aforesaid ordinary resolution carried unanimously.

There being no other business, the Chairman declared the Meeting as concluded and thanked the members for attending the Meeting.

Mr. M. Girija Satish, a shareholder proposed vote of thanks.



CHAIRMAN