



AMARA RAJA
Gotta be a better way

October 4, 2019

National Stock Exchange of India Ltd.

Exchange Plaza, C-1, Block – G,
Bandra Kurla Complex,
Bandra (East),
Mumbai – 400 051
NSE Symbol : AMARAJBAT

BSE Limited

Corporate Relations Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001
BSE Scrip Code : 500008

Dear Sir/Madam,

Reg : Disclosure under Regulation 31(1) read with Regulation 28(3) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations 2011 ('Takeover Regulations)

We enclose herewith the necessary disclosures of reasons for encumbrance in the prescribed format under Regulation 31(1) read with Regulation 28(3) of Takeover Regulations in respect of encumbrance created by RNgalla Family Private Limited, Promoter of Amara Raja Batteries Limited.

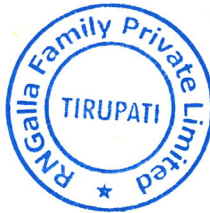
We request you to please take the above on record and disseminate the information as required.

Thanking you,

Yours faithfully,

For **RNgalla Family Private Limited**

Dr. Ramachandra N Galla
Chairman



CC :

Mr. M.R. Rajaram

Company Secretary

Amara Raja Batteries Limited

Terminal A, 1-18/1/AMR/NR,

Nanakramguda, Gachibowli, Hyderabad - 500032

For information please.

Yours faithfully,

For **RNgalla Family Private Limited**

Dr. Ramachandra N Galla
Chairman



RNGALLA
FAMILY PVT. LTD.

RNgalla Family Private Limited | An Amara Raja Group Company

Corporate Operations Office :

TERMINAL A

1-18/1/AMR/NR, Nanakramguda, Gachibowli, Hyderabad-500032, India.

Tel No: +91 40 23139000, Fax No: +91 40 23139001. E-mail: amaraaraja@amararaja.co.in

Registered Office : Sy.No 692/1, 693/2, 693/3, 694/2, Karakambadi Village & Post,

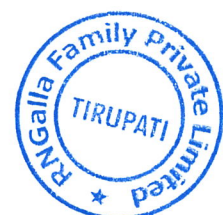
Renigunta Mandal, Tirupati - 517520, Chittoor, Andhra Pradesh, India.

Tel No: +91 877 2265000, Fax No: +91 877 2285600. Corporate Identification Number: U15490AP2017PTC106255

Disclosures under Regulation 31(1) read with Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

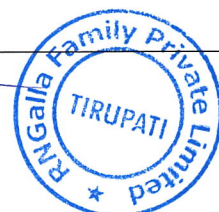
Disclosure of reasons for encumbrance		
Name of the listed Company	Amara Raja Batteries Limited	
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited The National Stock Exchange of India Limited	
Name of the promoter(s) / PACs whose shares have been encumbered	RNGalla Family Private Limited	
Total promoter shareholding in the listed company	No. of Shares	4,79,32,452
	% of Total share capital	28.06%
Encumbered shares as a % of promoter shareholding	77.20% (Pledge of equity shares is 5.93% and Non-Disposal undertaking is 71.27%)	
Whether encumbered share is 50% or more of promoter shareholding	Yes / No	
Whether encumbered share is 20% or more of total share capital	Yes / No	
Details of all the existing events/ agreements pertaining to encumbrance		
	Encumbrance 1	Encumbrance 2
	Date of creation of encumbrance: (i) April 2, 2019 (Non-disposal undertaking) & (ii) August 1, 2019 (pledge of equity shares)	Date of creation of encumbrance: (i) May 29, 2019 (Non-Disposal Undertaking)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	(i) Non-disposal Undertaking and (ii) Pledge of equity shares	(i) Non-Disposal Undertaking

→



No. and % of shares encumbered		(i) Non-disposal undertaking to hold minimum 3,41,62,500 equity shares of Re.1/-each of Amara Raja Batteries Limited % of total paid up share capital: 20% (ii) Pledge: 28,40,000 equity shares of Re.1/-each of Amara Raja Batteries Limited % of total paid up share capital: 1.66%	(i) Non-disposal undertaking to hold minimum 3,41,62,500 equity shares of Re.1/-each of Amara Raja Batteries Limited % of total paid up share capital: 20% (ii) Pledge: Nil
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Kotak Mahindra Investments Limited	ICICI Bank Limited
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	Yes / No	Yes / No
	Names of all other entities in the agreement	Listed company and its group companies (if any) — 1. 2. Other entities (if any) — 1. 2. Not Applicable	Listed company and its group companies (if any) — 1. 2. Other entities 1. Amara Raja Infra Private Limited, wholly owned subsidiary of RNgalla Family Private Limited
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	Yes / No If yes, 1. Name of the issuer 2. Details of the debt instrument Page 4 of 4 3. Whether the debt instrument is listed on stock exchanges? 4. Credit Rating of the debt instrument 5. ISIN of the instrument	

2



Security Cover / Asset Cover *	Value of shares on the date of event / agreement (A)	Rs. 188,63,28,000	Nil
	Amount involved (against which shares have been encumbered) (B)	Rs. 85,00,00,000	Rs. 60,00,00,000
	Ratio of A / B	2.22 times	Not Applicable
End use of money	Borrowed amount to be utilized for what purpose		
	(a) Personal use by promoters and PACs	Not Applicable	
	(b) For the benefit of listed company	Not Applicable	
	Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.	Not Applicable	
	(a) Any other reason (please specify)	The loan was utilised for the purpose of acquiring additional equity shares of Amara Raja Batteries Limited from Johnson Controls (Mauritius) Private Limited	To meet the capital expenditure of Amara Hospital division of Amara Raja Infra Private Limited

* As per the terms of sanction letters, the non-disposal undertaking is a covenant but not a security; hence the value of non-disposal undertaking equity shares is not considered for security coverage ratio.

For **RNGalla Family Private Limited**


Dr. Ramachandra N Galla
Chairman

Tirupati
October 4, 2019

