

UNDER THE COMPANIES ACT, 1956

(1OF 1956)

Company Limited by Shares

MEMORANDUM OF ASSOCIATION OF

AMARA RAJA ENERGY & MOBILITY LIMITED³

- I. The name of the Company is **AMARA RAJA ENERGY & MOBILITY LIMITED**
- II. The registered office of the Company will be situated in the State of **ANDHRA PRADESH**
- III. The Objects for which the Company is established are :

(A) The Main Objects to be pursued by the Company on its incorporation are:

1. To carry on the business of Manufacturers, Producers, Assemblers, Dealers, Importers, Exporters, Stockists, Distributors, Agents or otherwise deal in Storage Batteries used in Industries, Railways, Posts & Telegraphs, Navigation, Ships, Army Tanks, Mining, Power Plants, Automobiles and for any other Industrial, Commercial or Domestic Purposes.

2. To carry on the business of Manufacturers, Producers, Assemblers, Dealers, Importers, Exporters, Stockists, Distributors, Agents or otherwise deal in manufacture of Dry Batteries, Button Batteries, Battery Plates, Battery Separators, Battery Containers, Cells Lids and any other Battery Components.

3. To undertake, take up, carry on, engage, either alone or jointly, into the business of manufacturing, processing, assembling, trading, marketing, repairing and distribution, deal in all kind of materials, equipment for use in all kind of applications in market segments such as e-mobility, automotive, domestic, commercial, industrial, or for any other purposes and the matters ancillary thereto, including but not limited to energy storage & management products and technologies, Lead Acid Batteries, lithium cells; aluminum fuel cells, or fuel cells ("battery cells"); or such other chemistries and components of battery cells; and batteries packs composed of such battery cells including module making & other systems; electric vehicles; power conversion and evacuation systems etc.; integrated power systems; mobility solutions; battery swapping stations; power/energy management system; public or private charging network; chargers, invertors, capacitors; solar energy cells, including PV cells and modules or such other alternative energy generating devices and parts thereof.¹

4. *To undertake, take up, carry on, engage, either alone or jointly, into the business of manufacturing, re-manufacturing, processing, assembling, trading, marketing, repairing, distilling, refining, treating, storage, export, import, recycling, dealing and distribution in all kind of materials, automotive parts, automotive spares, automotive components, automotive equipment's, automotive accessories, automotive aftermarket products, automotive solutions, lubricants, oils and any other allied products/services/solutions in market segments such as e-mobility, automotive, domestic, commercial, industrial, or for any other purposes and the matters ancillary thereto.*²

(B) The objects incidental or ancillary to the attainment of the above Main objects are:

1. To carry on any other business associated with or incidental to the above objects and conducive to the interest of the Company like manufacture, distribute and deal in all types of raw and packing materials used in the manufacture of various items mentioned above, including glass bottles, ampoules, caps, boxes, labels, cartons and containers.

2. To enter into contracts, agreements and arrangements with any other Company, firm or person for carrying out by such other Company, firm or person on behalf of the objects for which the Company, is formed.

3. To carry on business as importers, exporters, buyers and sellers of and merchants and dealers in and manufacturers of merchandise, goods, materials, machinery of all kinds, spare parts, instruments, accessories and equipment.

4. To carry on any other business (whether manufacturing or otherwise) which in the opinion of the Board of Directors of the Company is capable of being advantageously or conveniently carried on by the Company in connection with or as ancillary to any of the

¹ Amended by the Shareholders at the 36th Annual General Meeting of the Company held on August 14, 2021

² Amended by the Shareholders through Postal Ballot on September 25, 2022

³ Amended by the Shareholders at the 38th Annual General Meeting of the Company held on August 12, 2023

Company's objects or which may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account any property, real or personal belonging to the Company, or in which Company may be interested.

5. To buy, sell, manufacture, refine, manipulate, import, export and deal in substances, apparatus and things capable of being used in any business of the Company or required by any customer or persons having dealing with the Company.
6. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for resale and resell any goods or equipment or machinery from time to time belonging to the Company.
7. To employ experts into investigate and examine into the condition, prospects, value, character and circumstance of any business concerns and undertakings and generally of any assets, properties or rights.
8. To carry on any business or branch of a business which this Company is authorized to carry on by means or through the agency of subsidiary Company or Companies and to enter into any arrangements with such subsidiary Company for taking the profits and bearing the loses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.
9. To appoint Directors or Managers of any subsidiary Company or of any other company in which this company is or may be interested.
10. To take part in the management, supervision and control the business or operation of any Company or undertaking.
11. For the purposes mentioned in the preceding clause, to appoint and remunerate any Directors, trustees, accountants or other experts or agents.
12. To act as agents and brokers for sellers, buyers, exporters, importers, manufacturers, merchants, tradesmen, insurers and other and generally to undertake and carry out agency work and commission business.
13. To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or movable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land, buildings, easements, machinery, plant and stock-in-trade, either to retain any property to be acquired for the purposes of the Company's business or to turn the same to account as may seem expedient.
14. To construct, improve, maintain, develop, work, manage, carry out or control any buildings, factories or works, any roadways, tramways, railway branches, or sidings, bridges, wells, reservoirs, water-courses, chawl and other buildings, housing for work people and others or other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute to subsidies or

otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carrying out or control thereof.

15. To let on lease or on hire-purchase system or to lend or otherwise dispose of any property belonging to the Company and to finance the purchases of any article or articles, whether made by the Company and to finance the purchase of any article or articles, and the letting thereof on the hire-purchase system or otherwise howsoever.
16. To sell, lease, grant, licences, easement and other right over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company, or any part thereof, for such consideration as the Company may think fit and in particular for shares, debentures, securities of any other Company.
17. To acquire and undertake the whole or any part of the business, property, and liabilities of any person, firm or Company carrying on or proposing to carry on any business which the Company is authorized to carry on or possesses property suitable for the purposes of this Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company.
18. To amalgamate, enter into any partnership or partially amalgamate with or acquire interests in the business of any other company, person, or firm carrying on or engaged in or about to carry on or engage in any business or transaction included in the objects of the Company or enter into any arrangement for sharing profits or for co-operation or for carry on any other business (whether manufacturing or otherwise) ancillary to the business of the Company or connected capable of being conveniently carried on in connection with the above, or calculated directly or indirectly or enhance the value of or render more profitable any of the Company's property and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debenture-stock or securities that may be agreed upon, to hold and retain or sell, mortgage and deal with any share, debentures, debenture stock or securities so received.
19. To enter into partnership, or into any agreement for sharing profits or losses, or for any union of interests, joint-venture, reciprocal concession or co-operation with any person or firm or Company carrying on, or engaged in or about to carry on or engage in or being authorized to carry on or engage in any business or transaction which this Company is authorised to carry on, or engage in any business or transactions capable of being conducted so as directly or indirectly to benefit this Company.
20. To undertake, acquire, take up and hold shares, stocks, debenture-stocks, bonds, obligations and securities issued or guaranteed by any Company constituted or carrying on business in India or in any foreign Country or and debenture-stock, bonds, obligations, securities issued or guaranteed by any Government Sovereign, Ruler, Commissioner, Public Body or Authority, Supreme, Municipal, Local or otherwise, whether in India or any foreign country.
21. To acquire any such shares, stocks, debentures, debenture-stock, bonds, obligations and securities by original subscription, tender purchase, exchange or otherwise and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and power conferred by or incidental to the ownership thereof.

22. To establish, or promote or concur in establishing or promoting any Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing, under-write, subscribe for or otherwise, acquire all or any part of the shares, debentures or other securities of any such other Company.
23. To enter into any arrangement with any Government Authority or Supreme, Municipal, local or otherwise or any person or Company that may seem conducive to the Company's objects or any of them and to obtain from any such Government, Authority, person or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think fit desirable to obtain and to carry out exercise, and comply therewith.
24. To apply for, promote and obtain any Act, charter-privilege, concession, license, authorization, Government, State or Municipal, Provisional Order or license of any authority for enabling the Company to carry any of its objects into effect, or for extending any of the powers of the Company, or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
25. To apply, for or otherwise acquire, and to protect and renew in any part of the World any patents, patent rights, brevets 'd' invention, trade-marks, designs, licences, concessions, goodwill and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention processes or know-how which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use exercise, develop or grant licenses in respect of or otherwise turn to account the property rights or information so acquired and to expand money in experimenting upon testing or improving any such patents, inventions or rights.
26. To establish, provide, maintain and conduct or otherwise subsidises, research laboratories and experimental work-shops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, experiments and tests of all kinds and to promote studies and research both scientific and investigations, and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings, conferences and by providing for the award of exhibitions, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the Company is authorized to carry on.
27. To make donations to such persons or institutions and in such cases and either in cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company, and also to subscribe, or otherwise assist or guarantee money for charitable, scientific, religious, or benevolent, national, public or political, cultural, educational or other institutions, objects or for any exhibition or for any public journal or other objects, to establish and support or aid in

the establishment and support of associations, institutions, trusts and conveniences for the benefit of the employees or ex-employees (including Directors) of the Company or its predecessors in business or of persons having dealings with the Company or its dependents, relatives or connection of such persons and in particular friendly or other benefit societies and to grant pension, allowance, gratuities and bonuses either by way of annual payments or a lumpsum and to make payments towards insurance and to form and contribute to provident, benefit funds and other welfare funds of or such persons.

28. To refer or agree to refer any claim, demand, dispute or any other question by or against the Company is interested or concerned and whether between the Company and the member or members or his or their representatives or between the Company and the member or members or his or their representatives or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out to enforce the awards.
29. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company, of the issue of its capital including brokerage and commission, for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
30. To pay all preliminary expenses of any company promoted by the Company or any Company in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
31. To pay for any rights or property acquired by the Company and to remunerate any person, firm for services rendered or to be rendered in placing of shares in the Company's capital or any debentures, debenture stock, or other securities of the Company, or in or about the formation of the Company, or the acquisition of property by the Company or the conduct of its business whether by cash payment or by the allotment of shares, debentures, or other securities of the Company, credited as paid up in full or in part or otherwise.
32. To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works or art of interest by publication of books and periodicals, and by granting prizes, reward and donations.
33. To lend and advance money or to give credit to such persons or firms or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons, firms or companies and generally to give guarantees and indemnities.
34. To invest and deal with the monies of the Company in such manner as may from time to time be determined by the Board of Directors.
35. Subject to the Provisions of Section 58-A of the Companies Act, 1956 to receive money on deposit or loan and borrow or raise money in such a manner as the Company shall think

fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raise or owing by mortgage, charge or lien upon all or any of the properties or assets of the Company (both present and future) including its uncalled capital and also by a similar mortgage, charges or lien to secure guarantee the performance by the Company or any person or Company as the case may be.

36. To undertake and execute any trust the undertaking of which may seem to the Company desirable and either gratuitously or otherwise.
37. Subject to the Banking Regulation Act 1949 to draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, hundies, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
38. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of turn to account or otherwise deal with all or any part of the property and rights of the Company.
39. Subject to the provisions of Section 205 of the Companies Act, 1956 to distribute amongst the members in pieces any property of the Company, or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction, if any, for the time being required by law.
40. To carry out in any part of the World, all or any part of the Company's objects as principals, agents, trustees, contractor or otherwise either alone or in conjunction with any other firm, association, corporate body, Municipality, Province, State, Body Politic or Government or Colony or dependency thereof.
41. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its states, territories, possessions, colonies and dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
42. To procure, the Company to be registered or recognized in any part of the world.
43. To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of, connected with the aforesaid business or powers, or any, parts thereof, provided the same is not inconsistent with the laws of the Union of India.
44. To undertake carry out, promote, sponsor rural development programme including any programme for promoting social and economic welfare or upliftment of the public in any rural area and to incur expenditure for the same as per the guidelines of the Income Tax Act, 1961, amendments hereafter or under any other applicable provisions of the laws of our Country.

(C) The other objects of the Company : NIL

IV. The liability of the Company is limited.

- V. The Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty crore only) divided into 20,00,00,000 (Twenty crore only) equity shares of Re. 1/- (Rupee One only) each. The Company shall have power from time to time to increase, reduce or alter its Share Capital and to issue any shares in original or new capital as Equity or Preference Shares and to attach to any class or classes of such shares of preference, rights or privileges or priorities in payment or otherwise any other shares or to subject the same to any reductions, limitation or conditions and vary the regulation or regulations of the Company as far as necessary to give effect to the same upon the sub-division of a share or a portion the right to participate in profits in any manner subject to the consent of/by the Government of India or the Court, if the same is necessary being obtained before doing so. **(As amended by the shareholders at the 27th annual general meeting of the Company held on August 14, 2012)**

We, the several persons, whose names and addresses are subscribed hereto, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names:

Sl %O.	Name description, Occupation & address of subscribers	Number of Equity shares taken by each subscriber	Signature of the Subscribers	Signatures with name, address, occupation and description of witness
1.	BOLLINAEMI RADHAKRISHNA NAIDU Shanti Nagar, Konga Reddy Palle Chittoor, A.P BUSINESS	100 (Hundred only)	Sd/-	Sd/- PRTAPA DHELLISWARA RAO S/o. PV. Avadani P .D.Rao & Co., Chartered Accountants, Poonam Apartments, Abids, Hyderabad-500 001
2.	MANARU ABBAIAAH PRABHU NAIDU High Road End Dr. No. 10-1/10-10 Chittoor, A.P BUSINESS	100 (Hundred only)	Sd/-	
3.	YELAVARTHY RAMESH S/o.: Dr. Y Nayudamma C.L.R. I Campus, Adyar Chennai-20 Business	100 (Hundred only)	Sd/-	

Place: Hyderabad

Date: 28.01.1985