

Amara Raja Batteries Limited

CIN: L31402AP1985PLC005305

Regd. office: Renigunta - Cuddapah Road, Karakambadi,

Tirupati, Andhra Pradesh - 517520

Tel: 91 (877) 2265000 Fax: 91 (877) 2285600

E-mail id: investorservices@amararaja.comWebsite: www.amararajabatteries.com**Notice of Postal Ballot**

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Evoting commences on	Evoting ends on
Saturday, August 27, 2022	Sunday, September 25, 2022

Dear Members,

Notice of Postal Ballot is hereby given to the members of the Company pursuant to Section 108 and Section 110 of the Companies Act, 2013 (the "Act"), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, pursuant to and in compliance with General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020, December 31, 2020, , No. 10/2021 dated June 23, 2021, No.20/2021 dated December 8, 2021 and No.03/2022 dated May 5, 2022 issued by Ministry by Corporate Affairs (hereinafter referred to as "the MCA Circulars"), and other applicable provisions, including any statutory modification or re-enactment thereof for the time being in force, that the Resolution set out below is proposed to be passed as Special Resolution by the members of the Company through postal ballot.

In accordance with the MCA Circulars and in compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations") and as per the guidelines issued by the MCA, , Secretarial Standard on General Meetings ("SS-2"), the Postal Ballot Notice is being sent in electronic mode only to all those members who have registered their e-mail addresses with the Company or Depository Participant / Depositories / Cameo Corporate Services Limited, the Company's Registrar & Share Transfer Agent (hereinafter referred as "RTA") and members can vote only through the remote e-voting process. Accordingly, the Company has engaged the services of National Securities Depositories Limited for the purpose of providing remote e-voting facility to all its members. Members are requested to read the instructions in the Notes of this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Sunday, September 25, 2022 (the last day to cast vote) to be eligible for being considered.

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Notice. The Notice will also be placed on the website of the Company <https://www.amararajabatteries.com/Investors/annual-general-meetings>

The Board of Directors has appointed Mr. V Suresh (Membership No. F2969, CP No. 6032), partner of M/s V Suresh Associates, Practicing Company Secretaries and failing him Mr. Udaya Kumar K R (Membership No. F11533 and CP No. 21973) partner of M/s V Suresh Associates, Practicing Company Secretaries (Firm Registration number – P2016TN053700) as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and results of the Postal Ballot would be announced by Tuesday, September 27, 2022 and the resolutions will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of e-voting shall be final. The results will be published on the website of the Company i.e. www.amararajabatteries.com and will be communicated to the Stock Exchanges where the Company's shares are listed.

SPECIAL BUSINESS

Item No. 1. To amend the main objects clause of the Memorandum of Association of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force and as may be amended from time to time) and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and further subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors of the Company (herein after referred to as the “Board”, which term shall include any of its duly authorized Committee or individual Director) is hereby authorized to accept as it may deem fit, consent of the members of the Company be and is hereby accorded for amendment of the Main objects of the Company i.e. Clause III (A) of the Memorandum of Association of the Company in the manner set out hereunder::

(A) To add the following new sub clause (4) after sub clause (3)

“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”.

RESOLVED FURTHER THAT the Board be and is hereby authorized to undertake all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion including the powers to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of the Directors or to any Director of the Company or officer(s) or Employee (s) or any person, for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

By order of the Board of Directors
For **Amara Raja Batteries Limited**

Sd/-

Vikas Sabharwal
Company Secretary

Place: Hyderabad
Date: August 6, 2022

Corporate Identification Number (CIN): L31402AP1985PLC005305

Registered Office:

Renigunta-Cuddapah Road

Karakambadi, Tirupati, Andhra Pradesh – 517 520

Tel: 91 (877) 226 5000

Fax: 91 (877) 228 5600

E-mail id: investorservices@amararaja.com

Website: www.amararajabatteries.com

NOTES:

1. Explanatory Statement pursuant to Section 102 and 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard -2, as amended, setting out material facts relating to the resolution proposed to be passed is annexed hereto.
2. On account of the threat posed by COVID-19 and in terms of the requirements provided vide the MCA Circulars, the Postal Ballot Notice is being sent only by email to all those Members whose names appear on the Register of Members / List of Beneficial Owners as received from NSDL and Central Depository Services (India) Limited (“CDSL”) as on Friday, August 12, 2022 (the “Cut-off date”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s RTA.
3. The Company is providing the facility of remote e-voting to its Members and has engaged the services of National Securities Depository Limited (NSDL) for this purpose. Members are requested to go through the detailed “INSTRUCTIONS FOR E-VOTING” and other Notes appended to this Postal Ballot Notice.
4. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.amararajabatteries.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Postal Ballot Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsd.com.
5. All documents referred to in this Postal Ballot Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice until last date of e-voting. Members seeking to inspect such documents can send an email to investors@amararaja.com in stating their name and Folio no./DP ID-Client ID/Beneficiary ID.
6. The e-voting period shall commence from 9.00 a.m. (IST) on Saturday, August 27, 2022 and ends at 5.00 p.m. (IST) on Sunday, September 25, 2022, both days inclusive. Members are requested to record their ASSENT or DISSENT on the resolution(s) set out in this Postal Ballot Notice through remote e-voting only, not later than 5.00 p.m. (IST) on Sunday, September 25, 2022, after which the remote e-voting facility shall not be allowed by NSDL.
7. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date on Friday, August 12, 2022. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this notice for information purpose only.
8. Subject to the receipt of sufficient votes, the Resolution shall be deemed to have been passed on the last date of voting i.e. on Sunday, September 25, 2022. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website of the Company i.e. www.amararajabatteries.com and will be communicated to the Stock Exchanges where the Company’s shares are listed.
9. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository

Participant(s) or the Company. Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their email addresses to RTA sending an e-mail at investor@cameoindia.com or to the Company at investorservices@amararaja.com.

10. In case of any query/grievance in connection with the Postal Ballot including remote e-voting, members may contact (a). NSDL on evoting@nsdl.co.in or at toll free no. 1800 1020 990 and 1800 22 44 30 (b). Mrs. Sarita Mote, Assistant Manager, NSDL at evoting@nsdl.co.in. by e-mail or the Company at investorservices@amararaja.com.
11. The Board of Directors has appointed Mr. V Suresh (Membership No. F2969, CP No. 6032) and failing him Mr. Udaya Kumar K R (Membership No. F11533 and CP No. 21973) of M/s V Suresh Associates, Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
12. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within two working days of conclusion of the remote e-voting process, i.e., on or before Tuesday, September 27, 2022 and will be communicated to the Stock Exchanges and uploaded on the Company's website <https://www.amararajabatteries.com/Investors/annual-general-meetings> and on the website of the e-voting agency (www.evoting.nsdl.com).

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. **NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 121035 then user ID is 121035001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vsureshpcs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User

Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mrs. Sarita Mote, Assistant Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorservices@amararaja.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorservices@amararaja.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.1 Special Resolution

Amara Raja has always redefined the way business is done, from pioneering game-changing Valve Regulated Lead Acid battery technology in India to making Amaron the most popular automotive brand in the country. Today, we are one of the largest manufacturers of lead-acid batteries for both industrial and automotive applications in India, and one of the ten largest in the world for the storage battery segment.

In keeping with our leadership position and our inherent nature to constantly strive for better outcomes, the company has now broadened its outlook beyond batteries to truly become an Energy & Mobility player. Growing urban populations, increased demand for automobiles, ever-increasing performance parameters, and vehicle longevity are all creating new opportunities in this space. Amara Raja would be interested in considering strategic pivots based on this insight in order to leverage our significant assets in this segment and deliver increased profitability. One such opportunity would be to broaden our product lines by leveraging our technological expertise, brand recognition, channel partners, distribution network, and OEM relationships.

The Company, therefore, intends to diversify into product segments beyond batteries within the energy and mobility space, such business opportunities may include dealing, importing, exporting, trading, manufacturing, servicing all kinds of automotive parts, automotive components, automotive equipment's, automotive accessories, lubricants, and oils and so on.

The aforementioned action will result in increased profitability and serve as a catalyst for the company to emerge into large, sustainable and diversified businesses.

In order to engage in the above businesses, it is proposed to amend the main objects clause of the Memorandum of Association of the Company by the addition of a new object as provided in the resolution.

As per the provisions of Section 13 of the Companies Act, 2013 and the rules made thereunder requires approval of the members by way of special resolution.

Accordingly, approval of the members is sought by way of special resolution as set out in item no. 1 of this notice to amend the main objects clause of the Memorandum of Association of the Company.

A draft copy of the Memorandum of Association of the Company after incorporating the above objects clause is available for e-inspection and also available on the website of the Company i.e. www.amararajabatteries.com

The Board unanimously recommends the special resolution as set out at item no. 1 of this notice. None of the directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 1 of this notice.

Place: Hyderabad
Date: August 6, 2022

By order of the Board of Directors
For **Amara Raja Batteries Limited**

Sd/-
Vikas Sabharwal
Company Secretary

Corporate Identification Number (CIN): L31402AP1985PLC005305

Registered Office:

Renigunta-Cuddapah Road
Karakambadi, Tirupati, Andhra Pradesh – 517 520
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