

# Notice of the Annual General Meeting

To the members of  
**AMARA RAJA BATTERIES LIMITED**

NOTICE is hereby given that the 36<sup>th</sup> Annual General Meeting (AGM) of the members of Amara Raja Batteries Limited will be held on Saturday, August 14, 2021 at 3:00 P.M IST through video conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

## Ordinary Business:

To consider, and if thought fit, to pass, the following resolution nos. from 1 to 4, as an **ordinary resolution(s)**.

1. **To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2021, the report of the Auditors' thereon and the report of the Board of Directors'.**

"RESOLVED that the audited standalone financial statements of the Company for the financial year ended March 31, 2021, the report of the auditors' thereon and the report of the Board of Directors for the financial year ended March 31, 2021 as circulated to the members of the Company along with the notice of the 36<sup>th</sup> Annual General Meeting and submitted to this meeting be and are hereby received, considered and adopted."

2. **To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 together with the Auditors' report thereon.**

"RESOLVED that the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and the report of the auditor's thereon as circulated to the members of the Company along with the notice of the 36<sup>th</sup> Annual General Meeting and submitted to this meeting be and are hereby received, considered and adopted."

3. **To declare final dividend on the equity shares of the Company for the financial year ended March 31, 2021.**

"RESOLVED that the final dividend of ₹6 per share (600%) as recommended by the Board of Directors be and is hereby declared on the equity shares of ₹1 each of the Company for the year ended March 31, 2021 and the same be paid to those shareholders, in case of shares held in physical form, whose names appear in the register of members as of the close of business hours on July 30, 2021 and in case of shares held in dematerialised form to the beneficiaries as of the close of business hours on July 30, 2021 as per details furnished by the depositories for this purpose."

4. **To resolve not to fill the casual vacancy caused by retirement of Dr. Ramachandra N Galla (DIN: 00133761) who retires by rotation at the conclusion of this Annual General Meeting.**

"RESOLVED that pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read

with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time ("Act"), the casual vacancy caused by retirement of Dr. Ramachandra N Galla (DIN: 00133761), who retires by rotation at the conclusion of this Annual General Meeting and who does not offer himself for re-appointment, be not filled-up."

## Special Business:

To consider, and if thought fit, to pass, the resolution nos. 5, 7, 9, 10 and 12 as an **ordinary resolution(s)** and the resolution nos. 6, 8 and 11 as **special resolution(s)**.

5. **To appoint Mr. Harshavardhana Gourineni (DIN: 07311410) as a Director, liable to retire by rotation.**

"RESOLVED that pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time ("Act"), Mr. Harshavardhana Gourineni (DIN: 07311410) who was appointed as an Additional Director of the Company with effect from June 12, 2021 by the Board of Directors, who holds office upto the date of this Annual General Meeting under Section 161 of the Act and Article 17.3 of the Articles of Association of the Company, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation with effect from the date of this meeting."

"RESOLVED FURTHER that the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. **To appoint Mr. Harshavardhana Gourineni (DIN: 07311410) as an Executive Director of the Company and fix his remuneration.**

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and read with Schedule V, as amended from time to time ("Act") and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("Listing Regulations"), approval of the members of the Company be and is hereby accorded for the appointment of Mr. Harshavardhana Gourineni (DIN : 07311410) as Whole-time Director designated as an Executive Director of the Company for a period of 5 years with effect from June 12, 2021 to June 11, 2026 on the terms and conditions of appointment

including remuneration as recommended by the Nomination and Remuneration Committee and the Board of Directors, which is set out in the explanatory statement annexed to the notice convening this annual general meeting.

**RESOLVED FURTHER** that Mr. Harshavardhana Gourineni (DIN: 07311410) on re-appointment as a director liable to retirement by rotation, shall continue to hold his office of Executive Director and the reappointment as such director shall not be deemed to constitute a break in his office of Executive Director.

**RESOLVED FURTHER** that the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter and vary the terms and conditions of the said appointment including inter-alia designation, remuneration including authority to determine/ vary from time to time the structure of remuneration i.e amount of salary, perquisites, other benefits and allowances, variable performance pay and commission payable to Mr. Harshavardhana Gourineni in such manner as may be agreed to between the Board and Mr. Harshavardhana Gourineni, subject to the total remuneration not exceeding two and half percent (2.50%) of the net profits of the Company calculated as per Section 198 of the Act, per annum and to execute all such documents, instruments, writings and to do all such acts, deeds, matters and things as it may, in its sole and absolute discretion deem necessary, expedient, usual or proper to give effect to this resolution."

**7. To appoint Mr. Vikramadithya Gourineni (DIN: 03167659) as a Director, liable to retire by rotation.**

"**RESOLVED** that pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time ("Act"), Mr. Vikramadithya Gourineni (DIN: 03167659) who was appointed as an Additional Director of the Company with effect from June 12, 2021 by the Board of Directors, who holds office upto the date of this Annual General Meeting under Section 161 of the Act and Article 17.3 of the Articles of Association of the Company, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation with effect from the date of this meeting."

"**RESOLVED FURTHER** that the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**8. To appoint Mr. Vikramadithya Gourineni (DIN: 03167659) as an Executive Director of the Company and fix his remuneration.**

"**RESOLVED** that pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014 and read with Schedule V, as amended from time to time ("Act") and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (" Listing Regulations"), approval of the members of the Company be and is hereby accorded for the appointment Mr. Vikramadithya Gourineni (DIN: 03167659) as Whole-time Director designated as an Executive Director of the Company for a period of 5 years with effect from June 12, 2021 to June 11, 2026 on the terms and conditions of appointment including remuneration as recommended by the Nomination and Remuneration Committee and the Board of Directors which is set out in the explanatory statement annexed to the notice convening this annual general meeting.

**RESOLVED FURTHER** that Mr. Vikramadithya Gourineni (DIN: 03167659) on re-appointment as a director liable to retirement by rotation, shall continue to hold his office of Executive Director and the reappointment as such director shall not be deemed to constitute a break in his office of Executive Director

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter and vary the terms and conditions of the said appointment including inter-alia designation, remuneration including authority to determine/ vary from time to time the structure of remuneration i.e amount of salary, perquisites, other benefits and allowances, variable performance pay and commission payable to Mr. Vikramadithya Gourineni in such manner as may be agreed to between the Board and Mr. Vikramadithya Gourineni, subject to the total remuneration not exceeding two and half percent (2.50%) of the net profits of the Company calculated as per Section 198 of the Act per annum and to execute all such documents, instruments, writings and to do all such acts, deeds, matters and things as it may, in its sole and absolute discretion deem necessary, expedient, usual or proper to give effect to this resolution."

**9. To appoint Mr. Annush Ramasamy (DIN: 01810872) as an Independent Director of the Company.**

"**RESOLVED** that pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV, as amended from time to time ("Act") and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), Mr. Annush Ramasamy (DIN: 01810872) who was appointed as an Additional Director categorized as an Independent Director with effect from June 12, 2021 by the Board of Directors, who holds office upto the date of this Annual General Meeting under Section 161 of the Act and Article 17.3 of the Articles of Association of the Company, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation,

to hold office for a term of five consecutive years from June 12, 2021 to June 11, 2026.”

“RESOLVED FURTHER that the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**10. To approve entering into transactions with Mangal Industries Limited and authorise the Board to enter into agreement(s)/ contract(s) with MIL**

“RESOLVED that in supersession of resolution passed by the members at the annual general meeting held on August 7, 2017 and pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time (“Act”) and the Company’s policy on the related party transactions, approval of the members of the Company be and is hereby accorded to the Board of Directors or Committee of the Board of Directors (hereinafter referred to as the “Board”) for entering into contract/arrangement/transactions with Mangal Industries Limited (MIL), a related party for the purchase, sale or supply of products, materials, equipment(s), goods availing or rendering of services or any other obligations including leasing of property on such terms and conditions as the Board may deem fit upto a maximum amount of ₹1,500 crores in each financial year commencing from FY 2021-22 onwards, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis.

RESOLVED FURTHER that the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Audit Committee of the Board) be and is hereby authorised to decide upon the nature and value of products, materials, equipment(s), goods or services to be transacted with MIL within the aforesaid limits and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary or expedient, to give effect to the aforesaid resolution.”

**11. To amend the main objects clause of the Memorandum of Association of the Company**

“RESOLVED that pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, subject to such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s) or modification(s) as may be required or suggested by such appropriate authorities and agreed to by the Board of Directors (hereinafter referred to as “Board” which term shall include any of committees of the Board or one or more directors), 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 of the Memorandum of Association of the Company in the manner set out hereunder:

a. To add the following new sub clause (3) after sub clause (2)

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.

RESOLVED FURTHER that the Board be and is hereby authorised to undertake all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be deem 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.

**12. To ratify the remuneration of the Cost Auditors for the financial year 2021-22.**

“RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time (“Act”), M/s. Sagar & Associates, Cost Accountants, Hyderabad, Firm Registration No. 000118, appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2021-22 at a remuneration of ₹4,75,000 (Rupees Four lakhs Seventy Five Thousand only) plus reimbursement of out of pocket expenses and applicable taxes be and is hereby ratified.

RESOLVED FURTHER that any of the Directors or Key Managerial Personnel of the Company be and they are hereby severally authorised to do all acts and take all steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Vikas Sabharwal**  
Company Secretary

Place: Hyderabad  
Date: June 12, 2021

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. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") issued general circular nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively and general circular no. 02/2021 dated January 13, 2021 and the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to "Circulars") permitted the holding of 36<sup>th</sup> Annual General Meeting ("AGM") through Video Conference (VC) or Other Audio Visual Means (OVAM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, the Rules made thereunder (Act) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and aforesaid Circulars, the 36<sup>th</sup> AGM of the Company will be held through VC / OAVM. The deemed venue for the 36<sup>th</sup> AGM shall be the Registered Office of the Company.
2. The VC/OAVM facility for members to join the meeting, shall be kept open 30 minutes before the start of the AGM and shall be closed on expiry of 30 minutes after start of the AGM. Members can attend and participate in the AGM through VC/OAVM only the following the instructions given in Serial No. 24 of this Notice.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy so appointed need not be a member of the Company. Since this AGM is being held pursuant to the aforesaid Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route map are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization should be sent to the Scrutinizer by email through its registered email address to vsureshpcs@gmail.com with a copy marked to evoting@nsdl.com.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), the Rules made thereunder and pursuant to the relevant Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), which sets out details relating to the special business to be transacted at the meeting, is annexed hereto as an **Annexure - I** and forms part of the notice. The Board of Directors of the company at its meeting held on June 12, 2021 considered that the special businesses under item number 5 to 12, are unavoidable, and hence need to be transacted at the 36<sup>th</sup> AGM of the Company.
7. Brief profile of Mr. Harshavardhana Gourineni, Mr. Vikramadithya Gourineni and Mr. Annush Ramasamy, Directors proposed to be appointed along with the names of the Companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and other details as required under Secretarial Standard on General Meetings and Listing Regulations are furnished as an **Annexure - II** and forms part of the notice.
8. In compliance with the aforesaid Circulars, the Annual Report 2020-21 including the notice of the AGM, inter-alia, indicating the process and manner of remote e-voting, attending AGM through VC/OVAM and instructions for members for e-voting on the day of AGM are being sent by electronic mode to all the members whose e-mail address are registered with the Company/Depositories for communication purposes. Members holding shares in physical / demat form who have not registered their email address with the Company can get the same registered with the Company as per the procedure provided in Serial No. 21.
9. Members may also note that the notice of the AGM and the Annual Report 2020-21 would be posted on the Company's website [www.amararajabatteries.com](http://www.amararajabatteries.com), and also on the websites of the stock exchanges i.e BSE Limited and The National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM notice will be also available on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
10. The registers i.e Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which directors are interested maintained under Section 170 and Section 189 of the Act respectively will be available electronically for inspection by members during the AGM. All documents referred to in this Notice and the Explanatory Statement annexed hereto will also be available for electronic inspection without any fee by the members from the date of circulation of this notice up to the date of AGM, i.e. August 14, 2021. Members seeking to inspect such documents can send an email to [investorservices@amararaja.com](mailto:investorservices@amararaja.com).
11. The register of members and share transfer books of the Company will remain closed from Saturday, July 31, 2021 to Friday, August 6, 2021 (both days inclusive), for the purpose of determining the entitlement of member to the final dividend for the financial year 2020-21, if declared at the meeting.
12. The final dividend, if declared, shall be paid on or before September 13, 2021 to those members whose name appear in the register of members as of the close of business hours on July 30, 2021 and in case of shares held in dematerialised form to the beneficiaries as of the close of business hours on July 30, 2021 as per details furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
13. Pursuant to the amendments in the Income Tax Act, dividend income is taxable in the hands of the members effective from April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at [investorservices@amararaja.com](mailto:investorservices@amararaja.com) and [investor@cameoindia.com](mailto:investor@cameoindia.com).

- For more details, members are requested to refer "**communication on tax deduction at source on dividend distribution**" appended to this notice.
14. The recorded transcript of the AGM, shall also be made available on the website of the Company [www.amararajabatteries.com](http://www.amararajabatteries.com) in the Investors section as soon as possible, after the meeting is concluded.
  15. **Questions prior to AGM :** Members seeking any information or ask questions with regard to the financial statements of the Company or on any matter in the annual report 2020-21, are requested to write from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [investorservices@amararaja.com](mailto:investorservices@amararaja.com) on or before August 10, 2021. Such information sought or questions by the members shall be furnished or replied by the Company suitably.
  16. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrars and Transfer Agents, Cameo Corporate Services Limited, Unit: Amara Raja Batteries Limited, V Floor, Subramanian Building, Club House Road, Anna Salai, Chennai - 600002 ("Cameo" or "RTA") for assistance in this regard.
  17. To support the 'Green Initiative', members who have not registered their e-mail addresses so far are requested to register their e-mail address with their Depository participants (DPs), in case the shares are held by them in electronic form/Demat form and with Cameo Corporate Services Limited in case the shares are held by them in physical form for receiving all communication(s) including Annual Report, Notices, Circulars, etc. from the Company electronically. Alternatively, members holding shares in physical form are requested to visit <https://investors.cameoindia.com> to register their e-mail address and mobile number with the Company.
  18. Members are requested to register or intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc to their Depository Participants with whom they are maintaining their demat accounts in case the shares are held by them in electronic form/demat form and to Cameo Corporate Services Limited in case the shares are held by them in physical form.
  19. Pursuant to the provisions of Section 124(5) of the Act, the amount of final dividend declared/paid up to the financial year 2012-13 and remaining unpaid for 7 years has been transferred, from time to time on respective due dates, to the Investors Education and Protection Fund (IEPF). Due date for transfer of unclaimed/unpaid dividend for FY 2013-14 and thereafter to IEPF are given in other requirements/information part of the Corporate Governance report. Details of unpaid/unclaimed dividends lying with the Company as on March 31, 2021 is available on the website of the Company i.e. [www.amararajabatteries.com](http://www.amararajabatteries.com)
  20. As per the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2017 and amendments made thereunder ("Rules"), all shares in respect of which dividend remains unpaid or unclaimed for seven years, or more, are required to be transferred to the Investor Education and Protection Fund (IEPF) Authority. The shareholders are requested to claim their unpaid/unclaimed dividend in order to avoid transfer of shares to IEPF Authority. The Company has transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as per Rules. The details of shares transferred to IEPF have also been uploaded on the website of the IEPF Authority and the same can be accessed at [www.iepf.gov.in](http://www.iepf.gov.in). Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed from IEPF. Concerned members/investors are advised to visit the weblink: <http://www.iepf.gov.in/IEPF/refund.html> or contact Cameo Corporate Services Limited for lodging claim for refund of shares and / or dividend from the IEPF Authority.

**21. Members who have not registered their e-mail ids with Company or with Depository Participant may follow the process detailed below for registration of email id to obtain the Annual Report in electronic mode; to receive all future communication from the Company and updation of bank account mandate for receipt of dividend:**

Type	Process to be followed
Members holding shares in Physical mode	<p>Send a request to the Registrar and Transfer Agents of the Company, Cameo Corporate Services Limited or to the Company at agm@cameoindia.com or investorservices@amararaja.com respectively providing 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).</p> <p><b>The following additional details/documents need to be provided for updation of Bank Account Details:</b></p> <ol style="list-style-type: none"> <li>Name and Branch of the Bank in which you wish to receive the dividend,</li> <li>the Bank Account type,</li> <li>Bank Account Number allotted by their banks after implementation of Core Banking Solutions</li> <li>9 digit MICR Code Number, and</li> <li>11 digit IFSC Code</li> <li>a scanned copy of the cancelled cheque bearing the name of the first shareholder.</li> </ol>
Members holding shares in demat mode	<p><b>For e-mail address registration and updation of bank details:</b></p> <p>Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.</p>

**22. Voting through Electronics Means ("Remote e-voting"):**

- In compliance with the provisions of Section 108, 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to the members to exercise their right to vote on resolutions set forth in the notice convening the 36<sup>th</sup> Annual General Meeting (AGM) by electronic means. The members may cast their vote using an electronic voting system from a place other than the venue of the meeting ('Remote e-voting'). The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorised agency to provide e-voting facilities. The instructions for remote e-voting are given in Serial No. 23.
- The remote e-voting event number (EVEN) is 116395. The remote e-voting will commence on August 10, 2021 (9:00 a.m IST) and ends on August 13, 2021 (5:00 p.m IST). During this period, members of the Company, holding shares either in physical form or in dematerialised form as on August 7, 2021 i.e cut off date may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the member shall not be allowed to change it subsequently or cast the vote again.
- Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. August 7, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsd.com or call on toll free no. **1800 1020 990** and **1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. August 7, 2021 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- The members who have cast their vote by e-voting prior to the meeting may also attend the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- The facility for remote e-voting shall be made available during the AGM and those members who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The procedure for e-Voting on the day of the AGM is same as the instructions given in Serial No. 23 for Remote e-voting.
- The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e August 7, 2021. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date i.e. August 7, 2021 shall only be entitled to avail the facility of remote e-voting and during the AGM.
- The Board of Directors has appointed Mr. V. Suresh (Membership No. FCS 2969 and CP No. 6032) and failing him Mr. Udaya Kumar K

- R (Membership No. 42435 and CP No. 21973) of V Suresh Associates, Practising Company Secretaries as a Scrutinizer to scrutinize the remote e-voting process and during the AGM in a fair and transparent manner.
- viii. The Scrutinizer shall, immediately after the conclusion of voting during the meeting, would first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than 48 hours from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman or a person authorised by the Chairman for counter signature.
- ix. The Results shall be declared by the Chairman or by an authorised person of the Chairman and the resolutions will be deemed to have been passed on the date of AGM, subject to receipt of requisite number of votes in favour of the resolutions.
- x. After declaration of the results, the same shall be placed along with the Scrutinizer's Report(s) on the website of the Company [www.amararajabatteries.com](http://www.amararajabatteries.com) and on NSDL's website <https://evoting.nsdl.com> and communicated to the Stock Exchanges i.e BSE Limited and The National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same on their website(s).

**23. Instructions for remote e-voting:**

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> 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 <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at: <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System - Myeasi.</p> <p>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.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at : <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
Individual Shareholders (holding securities in Demat mode) login through their depository participants	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login is complete, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at the above-mentioned website.

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

- a. Individual Shareholders holding securities in Demat mode with NSDL :** Members facing any technical issue to login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990 and 1800 224 430
- b. Individual Shareholders holding securities in Demat mode with CDSL :** Members facing any technical issue to login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at +91 22 2305 8738 or +91 22 2305 8542-43
- B. Login Method for e-Voting and attending the AGM through VC/OAVM shareholders other than Individual shareholders holding**

**iv. Your User ID details are given below:**

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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*****.
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*****
For Members holding shares in Physical Form.	EVEN followed by Folio Number registered with the company  For example if EVEN is 116395 and folio number is 001*** and then user ID is 116395001***

**v. 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 your 'initial password'. The details of 'initial password' are given in c (i) and (ii) below. Once you have your 'initial password', you need to enter the 'initial password' on the login page and the system will force you to change your password.
- c) 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 in your mailbox from [evoting@nsdl.com](mailto:evoting@nsdl.com). 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'.

**securities in Demat mode and shareholders holding securities in physical mode.**

**Step 1: How to Log-in to NSDL e-voting website?**

- i. 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.
- ii. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholders/Member" section.
- iii. A new screen will open. You will have to enter your User ID, your Password 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.

- ii) In case you have not registered your email address with the Company/Depository, please follow process for procuring User ID and password and registration of e-mail ID for e-voting as mentioned in serial no. 17.
- vi. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
  - a) If you are holding shares in your demat account with NSDL or CDSL, click on "**Forgot User Details/Password?**" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) If you are holding shares in physical mode, click on "**Physical User Reset Password?**" option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the one-time password (OTP) based log-in for casting the votes on the e-Voting system of NSDL.

- vii. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-voting will open.

**Step 2 : Cast your vote electronically and join General Meeting on NSDL e-Voting system**

- i. 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 and General Meeting is in active status.
- ii. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- iii. Now you are ready for e-voting as the Voting page opens.
- iv. 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.
- v. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- i. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a 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 email to vsureshpcs@gmail.com with a copy marked to evoting@nsdl.co.in
- ii. 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 <https://www.evoting.nsdl.com> to reset the password.
- iii. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on tollfree no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

In case of any grievances connected with facility for e-voting, please contact Mrs. Sarita Mote, Assistant Manager, NSDL, 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Toll free no. 1800 1020 990 /1800 224 430

**24. Instructions for members attending the AGM through VC/ OAVM are as under:**

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- ii. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- iii. Members are encouraged to join the meeting through laptops instead of mobiles for better experience.
- iv. Further, members are requested to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- v. Registration as speaker at AGM: Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [investorservices@amararaja.com](mailto:investorservices@amararaja.com) from August 7, 2021 (9:00 a.m IST) to August 10, 2021 (5:00 p.m IST) .
- vi. Those members who have registered themselves as a speaker in advance will only be allowed to express their views/ask questions during the AGM.
- vii. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- viii. In case any assistance is needed, members may contact:
  - a. NSDL on [evoting@nsdl.co.in](mailto: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](mailto:evoting@nsdl.co.in) or at toll free no. 1800 1020 990 and 1800 22 44.

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

**Vikas Sabharwal**  
Company Secretary

Place: Hyderabad  
Date: June 12, 2021

## Annexure - I

### Statement pursuant to Section 102 (1) of the Companies Act, 2013("Act"), rules, standards made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

The following statement sets out all material facts relating to ordinary / special business mentioned in the accompanying notice dated June 12, 2021 and shall be taken as forming part of the notice.

#### Item No. 4: Ordinary Resolution

Dr. Ramachandra N Galla, was appointed as a Director at the last Annual General Meeting held on August 7, 2020. Being the longest-serving Non-Executive Director on the Board, he is liable to retire by rotation at the conclusion of this 36<sup>th</sup> Annual General Meeting. He had expressed his desire not to offer himself for re-appointment and to take up full time philanthropic activities. He firmly believes that this will pave way for the next generation to succeed him and lead the Company to pursue new and emerging growth opportunities.

Dr. Galla steered the Company for 36 years and occupied various positions in the Company including the office of the Chairman and Managing Director and at present he holds the office of the Non-Executive Chairman of the Company. He was instrumental in navigating the Company to establish itself into a leadership position through significant transformation of products, technologies and business models.

The Board of Directors had placed on record their appreciation for his vision, valuable guidance and advice extended by him during his tenure as a Director of the Company. His values, outlook, and ideals, as documented in 'The Amara Raja Way', will continue to serve future generations of the Company.

Accordingly, the Board, based on the recommendation of the Nomination and Remuneration Committee, unanimously recommends the ordinary resolution as set out at item no. 4 of this notice.

Dr. Ramachandra N Galla, Chairman, Mr. Jayadev Galla, Mr. Harshavardhana Gourineni and Mr. Vikramadithya Gourineni are related to each other and are concerned or interested in the resolution as set out at item no. 4 of this notice.

None of the other directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 4 of this notice.

#### Item Nos. 5 and 6: Ordinary Resolution and Special Resolution

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Mr. Harshavardhana Gourineni (Mr. Harsha) as an Additional Director of the Company under Section 161 of the Companies Act and Articles of Association, with effect from June 12, 2021.

In terms of Section 161 of the Companies Act, Mr. Harsha holds office only upto the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director. The Company has received a Notice under Section 160 of the Companies Act from a Member signifying his intention to propose Mr. Harsha's appointment as a Director.

The Board (based on the recommendation of Nomination and Remuneration Committee) has also appointed Harsha as the Executive Director of the Company for a period of five years from June 12, 2021 upto June 11, 2026, upon the terms & conditions hereinafter indicated, subject to approval of the Members.

In his capacity as an Executive Director, Mr. Harsha will be focusing on driving the Lead acid battery value maximisation strategies apart from other key initiatives. The members of the Company are also requested to note that, Dr. Ramadevi Gourineni, non-executive director tendered her resignation due to pre-occupation in her medical profession. Further, Dr. Ramachandra N Galla, Chairman expressed his desire not to seek his re-appointment at this Annual General Meeting.

The members of the Company are requested to note that, as per Regulation 17 (6)(e) of Listing Regulations, approval of the members by way of special resolution is required in case of annual remuneration payable to executive directors who are promoters or members of the promoter group exceeds INR 5 crore or 2.5% of the net profits of the listed entity, whichever is higher or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company.

The approval of the members by way of special resolution is sought for appointment of Mr. Harsha as an Executive Director and for payment of remuneration to him for a period of 5 years from June 12, 2021 to June 11, 2026. The broad particulars of the terms and conditions of appointment including remuneration payable to Mr. Harsha are as follows:

1. Mr. Harsha, Executive Director, shall, subject to the supervision and control of the Board of Directors and shall carry out such duties and exercise such powers as may be entrusted or delegated to him by the Board of Directors.

2. **Period of agreement:** 5 years from June 12, 2021 to June 11, 2026.

3. **Remuneration comprising of salary, perquisites/benefits and commission shall be as follows:**

**A. Salary :** ₹12,00,000/- per month

**B. Perquisites/Benefits :**

i. **Housing:** Rent Free accommodation or House Rent Allowance as may be applicable to the employees of the Company or provision of furnished accommodation.

ii. **Medical reimbursement:** Reimbursement of medical expenses incurred for self and family and dependent parents, subject to a ceiling of one month's salary per year.

iii. **Leave travel concession:** Leave Travel Concession for self and family to and from any place in India, once in a year in accordance with the rules of the Company.

- iv. **Provident fund:** Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
- v. **Leave encashment:** Encashment of leave at the end of tenure as per the rules of the Company.
- vi. **Gratuity:** Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- vii. **Car:** Chauffeur driven car for business purposes.
- viii. **Telephone/Mobile:** Telephone / Communication facilities at residence and mobile phone for business purposes.
- ix. **Club fee:** Club fee subject to a maximum of two clubs. No admission and life membership fee will be paid.

**C. Commission:** Two and half per cent (2.50%) of the net profits of the Company, inclusive of salary and perquisites/Benefits.

#### 4. Overall remuneration

The aggregate of salary, perquisites and Commission in any financial year shall not exceed 2.50% of the net profits of the Company calculated as per Section 198 of the Act.

#### 5. Minimum remuneration

Where in any financial year, during the tenure of Mr. Harsha, Executive Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Harsha, Executive Director, remuneration by way of salary, commission and perquisites not exceeding the limits as specified under Section II of Part II of Schedule V to the Act, as amended from time to time.

- 6. Mr. Harsha, Executive Director shall be entitled to reimbursement of all actual expenses or charges including travel, entertainment or other out of pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business.
- 7. The terms and conditions of the said appointment and/or agreement may be altered, enhanced or varied from time to time by the Board as it may, in its discretion, deem fit.
- 8. The agreement may be terminated by either party after giving the other party three (3) months' notice.
- 9. Mr. Harsha, Executive Director shall not be entitled to receive any fees for attending meetings of the Board/Committee.

The particulars of Mr. Harsha viz., qualification and directorships and memberships of other Board Committees, shareholding and other details as required under secretarial standards and Listing Regulations are furnished hereunder as **Annexure II**.

The Board, based on the recommendation of the Nomination and Remuneration Committee, unanimously recommends the ordinary resolution and special resolution as set out at item nos. 5 and 6 of this notice respectively.

Dr. Ramachandra N Galla, Mr. Jayadev Galla, Mr. Harshavardhana Gourineni, and Mr. Vikramadithya Gourineni are related to each other and their relatives are concerned or interested in the resolutions as set out at item nos. 5 and 6 of this notice.

None of the other directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item nos. 5 and 6 of this notice.

#### Item Nos. 7 and 8: Ordinary Resolution and Special Resolution

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Mr. Vikramadithya Gourineni (Mr. Vikram) as an Additional Director of the Company under Section 161 of the Companies Act and Articles of Association, with effect from June 12, 2021.

In terms of Section 161 of the Companies Act, Mr. Vikram holds office only upto the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director. The Company has received a Notice under Section 160 of the Companies Act from a Member signifying his intention to propose Mr. Vikram's appointment as a Director.

The Board (based on the recommendation of Nomination and Remuneration Committee) has also appointed Mr. Vikram as the Executive Director of the Company for a period of five years from June 12, 2021 upto June 11, 2026, upon the terms & conditions hereinafter indicated, subject to approval of the Members.

In his capacity as an Executive Director, Mr. Vikram will be focusing on New Energy strategy apart from other key initiatives. The members of the Company are also requested to note that, Dr. Ramadevi Gourineni, non-executive director tendered her resignation due to pre-occupation in her medical profession. Further, Dr. Ramachandra N Galla, Chairman expressed his desire not to seek his re-appointment at this Annual General Meeting.

The members of the Company are requested to note that, as per Regulation 17 (6)(e) of Listing Regulations, approval of the members by way of special resolution is required in case of annual remuneration payable to executive directors who are promoters or members of the promoter group exceeds INR 5 crore or 2.50% of the net profits of the listed entity, whichever is higher or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company.

The approval of the members by way of special resolution is sought for appointment of Mr. Vikram as an Executive Director and for payment of remuneration to him for a period of 5 years from June 12, 2021 to June 11, 2026 The broad particulars of the terms and conditions of appointment including remuneration payable to Mr. Harsha are as follows:

- 1. Mr. Vikram, Executive Director, shall, subject to the supervision and control of the Board of Directors and shall carry out such duties and exercise such powers as may be entrusted or delegated to him by the Board of Directors.
- 2. **Period of agreement:** 5 years from June 12, 2021 to June 11, 2026.
- 3. **Remuneration comprising of salary, perquisites/benefits and commission shall be as follows:**

**A. Salary :** ₹12,00,000/- per month

#### **B. Perquisites/Benefits:**

- i. **Housing:** Rent Free accommodation or House Rent Allowance as may be applicable to the employees of the Company or provision of furnished accommodation

- ii. **Medical reimbursement:** Reimbursement of medical expenses incurred for self and family and dependent parents, subject to a ceiling of one month's salary per year.
- iii. **Leave travel concession:** Leave Travel Concession for self and family to and from any place in India, once in a year in accordance with the rules of the Company.
- iv. **Provident fund:** Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
- v. **Leave encashment:** Encashment of leave at the end of tenure as per the rules of the Company.
- vi. **Gratuity:** Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- vii. **Car:** Chauffeur driven car for business purposes.
- viii. **Telephone/Mobile:** Telephone / Communication facilities at residence and mobile phone for business purposes.
- ix. **Club fee:** Club fee subject to a maximum of two clubs. No admission and life membership fee will be paid.

**C. Commission:** Two and half per cent (2.50%) of the net profits of the Company, inclusive of salary and perquisites/Benefits.

#### 4. Overall remuneration

The aggregate of salary, perquisites and Commission in any financial year shall not exceed 2.50% of the net profits of the Company calculated as per Section 198 of the Act.

#### 5. Minimum remuneration

Where in any financial year, during the tenure of Mr. Vikram, Executive Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Vikram, Executive Director, remuneration by way of salary, commission and perquisites not exceeding the limits as specified under Section II of Part II of Schedule V to the Act, as amended from time to time.

- 6. Mr. Vikram, Executive Director shall be entitled to reimbursement of all actual expenses or charges including travel, entertainment or other out of pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business.
- 7. The terms and conditions of the said appointment and/or agreement may be altered, enhanced or varied from time to time by the Board as it may, in its discretion, deem fit.
- 8. The agreement may be terminated by either party after giving the other party three (3) months' notice.
- 9. Mr. Vikram, Executive Director shall not be entitled to receive any fees for attending meetings of the Board/Committee.

The particulars of Mr. Vikram viz., qualification and directorships and memberships of other Board Committees, shareholding and other details as required under secretarial standards and Listing Regulations are furnished hereunder as **Annexure II**.

The Board, based on the recommendation of the Nomination and Remuneration Committee, unanimously recommends the ordinary

resolution and special resolution as set out at item no. 7 and 8 of this notice respectively.

Dr. Ramachandra N Galla, Mr. Jayadev Galla, Mr. Harshavardhana Gourineni, and Mr. Vikramadithya Gourineni are related to each other and their relatives are concerned or interested in the resolutions as set out at item nos. 7 and 8 of this notice.

None of the other directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item nos. 7 and 8 of this notice.

#### Item No. 9: Ordinary Resolution

The Board appointed Mr. Annush Ramasamy (DIN: 01810872), as an Additional Director of the Company by the Board with effect from June 12, 2021, categorized as independent by the Board for a term of five years with effect from June 12, 2021 up to June 11, 2026, subject to the approval of shareholders of the company at the AGM.

The Company has received a notice from a member proposing the candidature of Mr. Annush Ramasamy for appointment as an Independent Director of the Company.

Mr. Annush Ramasamy, had given his consent and also declaration that he meets with the criteria of independence as provided in Section 149(6) of the Act and Regulations. The Board of Directors reviewed the said declarations and in the opinion of the Board, Mr. Annush Ramasamy fulfills the conditions specified in the Act, the rules made thereunder, Regulations for his appointment as an Independent Director and he is independent of the management.

The particulars of Mr. Annush Ramasamy viz., qualification and directorships and memberships of other Board Committees, shareholding and other details as required under secretarial standards are furnished hereunder as **Annexure II**.

Pursuant to Sections 149, 152, 160 and all other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulations, approval of the members by way of resolution is required for the appointment of Mr. Annush Ramasamy for a term of five consecutive years from June 12, 2021 to June 11, 2026

The Board, based on the recommendation of the Nomination and Remuneration Committee, unanimously recommends the ordinary resolution as set out at item no. 9 of this notice.

Except Mr. Annush Ramasamy and his relatives, none of the other directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 9 of this notice.

A copy of the draft letter of appointment of Mr. Annush Ramasamy setting out the terms and conditions is available for inspection without any fee at the registered office of the Company during normal business hours on working days upto the date of the Annual General Meeting.

#### Item No. 10 : Ordinary Resolution

RNGalla Family Private Limited (RFPL) and Mangal Industries Limited (MIL) are the promoters of the Company. MIL is a wholly owned subsidiary of RFPL, who holds 28.06% of the paid up equity share capital of the Company. RFPL is owned and controlled by the members of the Galla

Family headed by Dr. Ramachandra N Galla, Chairman of the Company. MIL, is a related party as per Section 2 (76) of the Companies Act, 2013 and Regulation 2 (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations").

MIL was promoted by the Galla Family as a means to source quality components for batteries. Out of the total transactions, purchase of quality components from MIL needed for the batteries and other related parts forms major part of the transactions with MIL. The pricing of the components is competitive and are at an arm's length basis. The Audit Committee review all the transactions with the related parties on a quarterly basis and an independent third party review of all related party transactions is in place to ensure that all the transactions are at an arm's length basis.

The Members at the AGM held on August 7, 2017 had authorised the Board to enter into transactions with MIL upto an amount of ₹1,000 crores in any financial year commencing from the FY 2017-18 onwards. The cumulative transactions with MIL for the financial year 2020-21 were at ₹904.07 crores, which exceeded 10% of the audited turnover of the Company and are "material" in nature as defined under Regulation 23 of the Listing Regulations. Keeping in view of the growing business projections in the future years, ongoing manufacturing capacity additions by the Company and the inflationary cost trends in key commodities, the cumulative transactions with MIL are estimated to grow to ₹1500 crores over a period of time.

Accordingly, pursuant to the Regulation 23 of Listing Regulations, approval of the members is sought by way of an ordinary resolution as set out in item no. 10 of the notice to authorize the Board or Committee of the Board to enter into transactions with MIL upto ₹1500 crores for each of the financial year commencing from 2021-22 onwards.

The Board unanimously recommends the ordinary resolution as set out at item no. 10 of this notice.

Dr. Ramachandra N Galla, Mr. Jayadev Galla, Mr. Harshavardhana Gourineni, and Mr. Vikramadithya Gourineni, and their relatives are concerned or interested in the resolutions as set out at item no. 10 of this notice.

None of the other directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 10 of this notice.

#### Item No. 11: Special Resolution

The Company is mainly in the business of manufacture and marketing of lead acid storage batteries used for both automotive and industrial applications.

The Company intend to explore the opportunities in all kinds of energy storage products and technologies including but not limited to Li-ion batteries, Sodium-ion batteries, etc; and also intends to explore and engage in the manufacture of all kinds of energy storage products of various chemistries including but not limited to lithium cells, aluminum cells, or such other advanced cell chemistry for energy storage. In the EV space, the Company intends to explore and offer e-mobility solutions including battery swapping stations and set up charging stations. Further, the Company also intends to deal with Solar cells, PV cells including modules required for clean energy generation.

Also, the Company intends to offer complete energy storage solutions to the customers and intend to manufacture or deal in all kind of energy storage devices, balance of systems including charging systems, Battery Management Systems, Power management systems, energy management systems, inverters, power conversion and evacuation systems etc.

In order to engage in the above businesses, it is proposed to amend the objects clause of the Memorandum of Association of the Company by substitution of existing objects and addition of new clauses 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. 11 of the notice to amend the main objects clause of 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](http://www.amararajabatteries.com)

The Board unanimously recommends the special resolution as set out at item no. 11 of this notice.

None of the other directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 11 of this notice.

#### Item No. 12 : Ordinary Resolution

The Board of Directors at their meeting held on May 22, 2021, on recommendation of the Audit Committee, approved the appointment of M/s. Sagar & Associates, Cost Accountants, Hyderabad, Firm Registration No. 000118, as cost auditors of the Company to conduct the audit of the cost records of the Company in respect of products manufactured by the Company falling under CETA code 8507 i.e Electric Accumulators, including separators for the financial year 2021-22 on a remuneration of ₹4,75,000 (Rupees Four Lakhs Seventy Five Thousand only) plus reimbursement of out of pocket expenses and applicable taxes.

Pursuant to the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, approval of the members is sought by way of an ordinary resolution as set out at item no. 12 of the notice ratifying the remuneration payable to the Cost Auditors for the financial year 2021-22.

The Board, based on the recommendation of the Audit Committee, unanimously, recommends the ordinary resolution as set out in item no. 12 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. 12 of this notice.

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

Place: Hyderabad  
Date: June 12, 2021

**Vikas Sabharwal**  
Company Secretary

## Annexure II

### Brief particulars of the directors proposed for appointment at the Annual General Meeting and other details pursuant to Secretarial Standard-2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

#### 1. Mr. Harshavardhana Gourineni (DIN: 07311410)

Mr. Harshavardhana Gourineni (age 32 years) was the MD and CEO of Mangal Industries Ltd. (MIL), part of the Amara Raja group of companies and India's leading manufacturer of auto components and storage solutions. He has demonstrated a proven track record of managing different business verticals and steering the business on a path of profitability and a consistent growth. He started his career as an Operations Supervisor and later handled the Demand planning function at the Milwaukee, Wisconsin based Johnson Controls, the largest battery manufacturer in the world.

Mr. Harshavardhana has also worked in different positions at RN Galla Family Pvt. Ltd., Amara Raja Infra Pvt. Ltd., and the group's media arm – Amara Raja Media and Entertainment Pvt. Ltd, in alignment with his passion for technology and organizational behavior. Under his leadership, MIL has executed many mission critical projects in a time-bound manner, thereby earning him accolades from key clientele as well as the industry.

He is fluent in conversational Spanish and has earned a Bachelor of Science degree in Industrial and Organization Psychology from the Purdue University, USA. A firm believer in the stakeholder theory of corporate governance, he believes that organizations owe a duty towards the stakeholders and must leverage their strength at its best for the betterment of society. Embedding this motto into the DNA of the firm's strategy, his current focus area is green energy, sustainability and innovating new technologies that will transform the energy sector and reduce the carbon footprint in the near future.

With a razor sharp focus on reducing overheads and productive inefficiency, Mr. Harshavardhana achieved economies of scale at MIL by breaking operational silos within the company and creating Special Business Units to achieve agility in decision making and execution. This strategy achieved a two-fold return –the storage

solutions business turned profitable and transformed MIL into a design led company. He also played an instrumental role behind the establishment of two new business segments in the company– Toolworks and Trading House.

MIL continued its momentum during the pandemic by demonstrating a strong organic growth on all fronts during Mr. Harshavardhana's tenure. The company achieved a 53% revenue growth from Rs 605 crore to Rs 925 crore, while sales to new customers grew by 189% from Rs 77 crore to 223 crore. MIL started a state of the art operations a facility at Chennai and added well-known business groups like Samsung and IKEA as its clients.

Mr. Harshavardhana believes that intersection of technology into manufacturing and challenging the status quo can open up new avenues for business organizations. Pursuant to this, he has successfully implemented Blockchain technology for the tool life maintenance function at MIL and established a design hub at its Chennai regional office in order to deliver an enhanced service to its customers. He recently helmed a team that won the prestigious Prize for Leadership in HR excellence, awarded at the 10<sup>th</sup> National HR Excellence Awards.

As his first appointment is on June 12, 2021, the attendance details and remuneration paid in FY 2020-21 are not applicable.

He is the grandson of Dr. Ramachandra N Galla, Chairman and nephew of Mr. Jayadev Galla, Vice Chairman and Managing Director. He does not hold any equity shares in the Company. However, he is a shareholder of RNgalla Family Private Limited, which holds 28.06% of the paid up share capital of the Company.

**Details of Directorships and Committee memberships of Mr. Harshavardhana Gourineni other than Amara Raja Batteries Limited, as on June 12, 2021 are as follows:**

Name of the Company	Chairmanship/Directorship	Committee	Chairman/Member
Mangal Industries Limited	Director	-	-
RNGalla Family Private Limited	Director	-	-
Amara Raja Infra Private Limited	Director	-	-
Amara Raja Media and Entertainment Private Limited	Director	-	-

**2. Mr. Vikramadithya Gourineni (DIN: 03167659)**

As one of the key transformational leaders in the Amara Raja Group, Mr. Vikramadithya Gourineni (age 31 years) holds several key board positions. He was the Managing Director and Chief Executive Officer of Amara Raja Power Systems Limited (ARPSL) as well as the Managing Director of Amara Raja Electronics Limited (AREL). He was responsible for managing the day-to-day operations across these entities where he shaped operational policy, growth strategy and future vision for these firms.

He joined the group in 2013 as a Management Executive, handling various functional responsibilities across businesses. Since then, he has been a driving force behind the design and implementation of the growth strategy for these businesses, transforming them into key pillars of the group.

Having graduated from University of Wisconsin - Madison with a degree in Biochemistry, Mr. Vikramadithya has developed a strategy focused on industry collaboration, leadership development, and organizational transformation to spearhead the next phase of growth in an industry characterized by rapid change.

Under his adept leadership, both ARPSL and AREL have consistently seen a steady and sustained growth in revenue. For the year ending March 31, 2021, ARPSL achieved a revenue of INR 424 crore. In the same year, AREL made significant improvements in its operational performance in addition to growing the revenue two-fold during a year marred by the outbreak of Covid-19.

Under his leadership, AREL was able to attract several new customers like Lucas TVS, Mitsubishi Electric, Robert Shaw, Atomberg, Pricol, and Motherson Sumi, among others. It also signed an exclusive manufacturing agreement with global power supply maker Salom for their Indian subsidiary as well as IOT device maker Blaze Automation. Embracing the tide of digitalization, the company also undertook several value adding improvements to streamline the manufacturing process and increase competitiveness.

He led ARPSL to successfully bid for several electrical infrastructure projects and effectively drove timely project execution. This includes the commissioning of a 400 KV substation for Telangana Transmission Company and the construction of solar evacuation

substations with a cumulative evacuation of 3 GW. During his tenure, the company added to its credentials by adding more than 20 MW of solar rooftop installations. The company also successfully forayed into the execution of utility-scale solar projects with the award of 70 MW project by Karnataka Renewable Energy Development Ltd., which was completed in a record time of six months. This was followed up with a successful bid for the 135 MW Balance of System solar project awarded by National Thermal Power Corporation for a project in Anta, Rajasthan.

Mr. Vikramadithya envisions a world powered by renewable energy and believes that the future of mobility lies in electric vehicles. Committed to the same, he has overseen the setting up of an Energy Storage System in Chittoor, Andhra Pradesh, and installation of battery swapping stations for E-Rickshaws in Tirupati. He has led the research and development strategy for developing a range of EV chargers and battery management systems for lithium-ion batteries. His emphasis on the need for industry collaboration has led the Amara Raja group to enter into technology partnerships with leading players like Schneider Electric and RAD Israel to introduce new technologies and products into the Indian markets.

He has also been actively collaborating with the central and state governments. He served as a member of the Andhra Pradesh State Council in the Confederation of Indian Industry and was the co-convener in the state's panel for information technology and electronics. He has actively participated in various national and international professional organizations, including the World Economic Forum, where he represented the Amara Raja Group as the Strategy Officer in the Industry Strategy Meeting.

As his first appointment is on June 12, 2021, the attendance details and remuneration paid in FY 2020-21 are not applicable.

He is the grandson of Dr. Ramachandra N Galla, Chairman and nephew of Mr. Jayadev Galla, Vice Chairman and Managing Director. He does not hold any equity shares in the Company. However, he is a shareholder of RNGalla Family Private Limited, which holds 28.06% of the paid up share capital of the Company.

**Directorships and Committee memberships of Mr. Vikramadithya Gourineni other than Amara Raja Batteries Limited, as on June 12, 2021 are as follows:**

Name of the Company	Chairmanship/Directorship	Committee	Chairman/Member
Amara Raja Power Systems Limited	Director	-	-
Amara Raja Electronics Limited	Director	-	-
RNGalla Family Private Limited	Director	-	-
Amara Raja Infra Private Limited	Director	-	-
Amara Raja Media and Entertainment Private Limited	Director	-	-
Amara Raja Blaze Technologies Private Limited	Director	-	-

### 3. Mr. Annush Ramasamy (DIN:01810872)

Mr. Annush Ramasamy (age 46 years) is a Mechanical Engineering graduate from PSG College of Technology, Coimbatore, India and additionally holds a Master's degree in Business Administration (Strategy and Manufacturing Management) from RIT, Rochester, NY.

He is the President & Managing Director of Sri KumaraGuru Mill Limited (SKG). SKG is part of the KG Group, which has its core business in the textiles industry and has also Private Equity investments in Technology, Infrastructure and Real Estate Development.

The group carries out its social responsibilities largely through the various charitable trusts managed by the family members. He is the Managing Trustee of Katya Janani Charitable Trust, which works with improving the lives of underprivileged girl children. The group also runs 6 educational institutions (KG Educational Trust, TKML Trust, KGiSL Trust) and 2 healthcare institutions (K Govindaswamy Naidu Medical Trust) in its charitable trust.

He proactively leads the KG group by focusing on new product and

new business development. He has a passion for new technology and advanced solutions.

His vision is built around empowering the proud employees of the SKG family, providing ample opportunities for the talented and well deserving, and creating a culture for becoming "An Employer of Choice"

He is also an active member of the Entrepreneurs Organization, Young Indians, TiE and The Chennai Angels. He has represented these organizations in various national and international forums. He was on the Global Board of the Entrepreneurs Organization where he was the head of GSEA sub- committee. He was also the National Chairman of CII's Young Indians (Yi).

As his first appointment is on June 12, 2021, the attendance details and remuneration paid in FY 2020-21 are not applicable.

**Directorships and Committee memberships of Mr. Annush Ramasamy other than Amara Raja Batteries Limited, as on June 12, 2021 are as follows:**

Name of the Company	Chairmanship/Directorship	Committee	Chairman/Member
A R S Stones And Mines India Private Limited (under the process of strike off)	Director	-	-
ARG Promoters Private Limited	Director	-	-
Noyyal Golf Resorts Private Limited	Director	-	-
Noyyal Industrial Park Private Limited	Director	-	-
Shri Govindvenkatesaa Textiles Limited	Director	-	-
Siruvani IT Park Private Limited	Director	-	-
Siruvani Land Developers Private Limited	Director	-	-
Siruvani Properties Private Limited	Director	-	-
Sri Kumaraguru Mill Limited	Managing Director	-	-
Shravojit Holdings Private Limited	Director	-	-
Sri Avانش Holdings Private Limited	Director	-	-
Shree Kugan Holdings Private Limited	Director	-	-
Siruvani Infotech Private Limited	Director	-	-

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

Vikas Sabharwal  
Company Secretary

Place: Hyderabad  
Date: June 12, 2021

## Communication on tax deduction at source on dividend distribution

Dear Shareholders,

As you may be aware that as per the revised provisions of the Income Tax Act 1961 ('IT Act'), dividends paid or distributed by a company after April 1, 2020 are taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source at the applicable rates ("TDS") at the time of making the payment of dividends as and when declared by the Company. **However, no withholding of tax is applicable if the dividend payable to resident individual shareholders having valid PAN is less than ₹5,000 per annum.**

The TDS would vary depending on the residential status of the shareholder and documents submitted by them and accepted by the Company in this regard. Accordingly, the dividend, when declared, will be paid after deducting TDS.

The following table below provides a brief of the applicable TDS provisions under the Act for Resident and Non-Resident shareholder(s) categories along with the required documents.

### For Resident Shareholder(s):

Particulars	Applicable TDS Rate	Documents required (if any)
With PAN	10%	Update the PAN, if not already done. with the depositories (in case of shares held in Demat mode) and with the Company's Registrar and Transfer Agents – Cameo Corporate Services Limited at <a href="https://investors.cameoindia.com">https://investors.cameoindia.com</a> (in case of shares held in physical mode).
Without PAN/ Invalid PAN	20%	N. A.
Submit Form 15G/ Form 15H	NIL	Declaration in Form No. 15G (applicable to resident individual)/ Form 15H (applicable to resident individual who is 60 years and older), fulfilling certain conditions under the Act.  Form 15 G/ 15 H can be downloaded from <a href="https://investors.cameoindia.com">https://investors.cameoindia.com</a> . There is also provision to upload the 15G/15H in the website <a href="https://investors.cameoindia.com">https://investors.cameoindia.com</a> provided by the Company's Registrar and Share transfer agent M/s Cameo Corporate Services Limited.
Submit Order under Section 197 of the Act	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from Income Tax authority.
Shareholders to whom Section 194 of the Act is not applicable	NIL	Documentary evidence that the said provisions are not applicable.
Persons Covered under Section 196 of the Act (e.g. Mutual Funds, Govt., RBI)	NIL	Documentary evidence that the shareholder is covered under said Section 196 of the Act and Declaration that their income is exempt under Section 10 (23D) of the Income Tax Act, 1961 and therefore no TDS is required under Section 196 (iv) of the Income Tax Act, 1961.
Alternative Investment Funds (AIF) registered with SEBI	Nil	AIF established/incorporated in India - Self-declaration that its income is exempt under Section 10 (23FBA) of the Income Tax Act, 1961 and they are governed by SEBI regulations as Category I or Category II AIF along with self-attested copy of the PAN card and registration certificate

\*Notwithstanding the above, tax would not be deducted on payment of dividend to resident individual shareholder(s), if the total dividend to be paid in any financial year does not exceed INR 5,000.

#### For Non-Resident Shareholder(s):

Particulars	Applicable Rate	Documents required (if any)
Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	None
Other Non-resident shareholders	20% (plus applicable surcharge and cess) or Tax Treaty Rate** (whichever is lower)	<p>Non-resident shareholders may opt for tax rate under Double Taxation Avoidance Agreement ("Tax Treaty"). The Tax Treaty rate shall be applied for tax deduction at source on submission of following documents to the Company:</p> <p>Self-attested copy of the PAN Card, if any, allotted by the Indian authorities.</p> <p>Self-attested Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is a resident.</p> <p>Self-declaration in Form 10F duly filled and signed</p> <p>Self-declaration (as per <b>Annexure A</b> to this communication) from Non-resident, primarily covering the following:</p> <p>Shareholder is and will continue to remain a tax resident of the Country of its residence during the financial year for which it is declared;</p> <p>Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;</p> <p>Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;</p> <p>Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and</p> <p>Shareholder does not have a taxable presence or a permanent establishment in India during the financial year for which it is declared.</p>
Submitting Order u/s 197 of the Act (i.e. lower or NIL withholding tax certificate)	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority.

\*\* The Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and review to the satisfaction of the company.

#### Notes:

- Shareholders who are exempted from TDS provisions through any circular or notification may need to provide documentary evidence in relation to the same to enable the Company in applying the appropriate TDS on Dividend payment to such shareholder. The aforesaid documents, as applicable, are required to be duly completed, signed and shall be sent to investor@cameoindia.com or investorservices@amararaja.com. The Company shall determine the appropriate TDS / withholding tax rate applicable based on the declarations received by it as on the Record Date(s) fixed by it for the dividend(s) proposed, if any.
- The updation of PAN, submission of Form 15G/15H, submission of documents including declaration from non-resident shareholders and any documents submission with regard to TDS shall reach the RTA at investor@cameoindia.com.
- The above communication on TDS sets out the provisions of the law in a summary only and does not purport to be a complete analysis or listing of all potential tax consequences. Shareholders should consult with their own tax advisors for the tax provisions that may be applicable to them.
- Kindly note that no claim shall lie against the Company for the tax deducted at source on Dividend. It may further be noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from the shareholders, the shareholders may file return of income and claim refund of tax, as appropriate.
- The Company shall arrange to email the soft copy of TDS certificate at your registered email ID in due course, post payment of the dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometaxindiaefiling.gov.in/>
- If the tax is deducted at a higher rate in absence of receipt of or satisfactory completeness of the afore-mentioned details / documents by

Company before Dividend Processing Period, the shareholder(s) may claim an appropriate refund in the return of income filed with their respective Tax authorities.

7. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
8. In the event the registered shareholder intends to transfer the TDS credit on the dividend income to other persons as per Rule 37BA of the Income Tax Act 1962, such shareholder is required to submit the duly signed Declaration containing the name, address and PAN of the person to whom the TDS credit is to be given and the reasons for giving the credit to such person. Incomplete declaration forms will not be entertained by the company for transfer of TDS credit. The registered shareholder shall indemnify the Company for any incorrect or misleading information furnished in the Declaration.

**9. Updating of Bank Account:**

Shareholders holding shares in demat mode are requested to ensure that their bank account details are updated with their respective demat accounts, to enable the Company to make timely credit of dividends in their respective bank accounts.

In case of any query you reach out to us by sending an email at [investor@cameoindia.com](mailto:investor@cameoindia.com) or [investorservices@amararaja.com](mailto:investorservices@amararaja.com) or contact Mr. P Muralidharan, Joint Manager, Cameo Corporate Services Limited at +91 44 28460718.

## Annexure A

### Format for declaration for claiming benefits under DTAA (only for non-resident shareholders)

Date:

To

**Amara Raja Batteries Limited**

Renigunta-Cuddapah Road

Karakambadi, Tirupati

Andhra Pradesh - 517520

Dear Sir/Madam,

**Re: Declaration provided to Amara Raja Batteries Limited ("The Company") for claiming the tax treaty benefits for the financial year 2021-22 (ending on March 31, 2022).**

Declaration

This is to confirm that,

- .....<Name of shareholder>] is a tax resident of .....<Country of residence> as per the provisions of the Agreement for Avoidance of Double Taxation and Prevention of Fiscal Evasion/ Tax Treaty between India and .....<Country of residence> [the "India- Country of residence" Double Taxation Avoidance Agreement (DTAA)];
- I/We will continue to maintain the 'tax resident' status in \*his/her/its respective Country for the application of the provisions of the India- Country of residence> Tax Treaty, during the financial year 2021-22.
- I/We is/are eligible to claim the benefits under the provisions of India-[COUNTRY OF RESIDENCE] DTAA;
- The claim of benefits by me/us is not impaired in any way;
- I/We are the beneficial owner of [NO OF SHARES] shares held in the Company as per Folio \_\_\_\_\_ / demat account \_\_\_\_\_ (if shares are held under different Folio No., give separate details for all). Further, I/we is/are the beneficial owner of dividend receivable from the Company in relation to aforementioned shares;
- I/We does not have any taxable presence, fixed base or permanent establishment in India as per the provisions of the India- [COUNTRY OF RESIDENCE] DTAA during the Financial Year 2021-22; and
- I/We am/are the holder/ not the holder of (strikethrough whichever is not applicable) PAN allotted by the Income Tax Authorities in India.
- I/We will immediately inform the Company if there is a change in the status.

\*I/We hereby confirm that the declarations made above are complete, true and bona fide. This declaration is issued to the Company to enable them to decide upon the withholding tax applicable on the dividend income receivable by me/us.

I/we in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by me, I will be responsible to pay and indemnify such income tax demand (including interest, penalty, etc.) and provide the Company with all information / documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority.

Yours faithfully,

For .....[Name of shareholder]

Authorized Signatory [Name/designation]

Email address: [Please insert]

Contact Number: [Please insert]