

Notice of the Annual General Meeting

Notice



To the Members of

AMARA RAJA ENERGY & MOBILITY LIMITED

(Formerly known as Amara Raja Batteries Limited)

NOTICE is hereby given that the **39th Annual General Meeting (AGM)** of the members of Amara Raja Energy & Mobility Limited (Formerly known as Amara Raja Batteries Limited) will be held on **Saturday, August 3, 2024**, from 3:00 PM IST onwards through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:

Ordinary Business:

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

1. To adopt the audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, the report of the Joint Statutory Auditors' thereon and the report of the Board of Directors'.
2. To adopt the audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Joint Statutory Auditors' report thereon.
3. To confirm the payment of the interim dividend and to declare the final dividend on the Company's equity shares for the Financial Year ending March 31, 2024.
4. To consider and approve the reappointment of Mr. Harshavardhana Gourineni (DIN: 07311410), who retires by rotation as a director and, being eligible, offers himself for reappointment.

Special Business:

5. **To consider and appoint Dr. Amar Patnaik (DIN: 08602154) as an Independent Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **special resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualifications of Directors) Rules, 2014, and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and

Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Dr. Amar Patnaik (DIN: 08602154), who was appointed as an Additional Director, categorized as an Independent Director with effect from June 18, 2024 who holds office upto the date of this Annual General Meeting under Section 161 of the Act, and meets the criteria for independence as provided in the Act and Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) consecutive years from June 18, 2024 to June 17, 2029 and to receive remuneration by way of commission on profit, if any, within the permissible limit in terms of Section 197 of the Act, as determined by the Board, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **To ratify the remuneration of the Cost Auditors for the Financial Year 2024-2025**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ordinary resolution**:

"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, 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 2024-25 at a remuneration of ₹ 475,000/- (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 authorized to do all acts and take all steps as may be necessary, proper or expedient to give effect to this resolution."

7. To consider and approve payment of commission to Non-Executive Independent Directors for financial years 2024-25 to 2028-29

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **special resolution**:

"RESOLVED THAT pursuant to the provisions of Section 197 and all other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time ("Act") and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in addition to the sitting fees being paid/payable for attending the meetings of the Board of Directors and Committee(s) thereof, approval of the members of the Company be and is hereby accorded for the payment of Commission

to all the Non-Executive Independent Directors of the Company for each of the financial years from 2024-25 to 2028-29, in such sum or proportion, in such manner and in all respects as determined by the Board, provided the aggregate of such commission shall not exceed one percent (1%) of the net profits of the Company calculated for that financial year in accordance with the provisions of Section 198 of the Act.

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 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."

By Order of the Board of Directors
For Amara Raja Energy & Mobility Limited
(Formerly known as Amara Raja Batteries Limited)

Place: Hyderabad
Date: June 18, 2024

Vikas Sabharwal
Company Secretary

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.amararajaeandm.com

**Notes:**

1. Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular - SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/ OAVM. The venue for the 39th AGM shall be the Company's Registered office from where the Meeting proceedings are deemed to be made.
2. The VC/OAVM facility for members to join the meeting shall be kept open 30 minutes before the start of the AGM. Members can attend and participate in the AGM through VC/ OAVM only by following the instructions given in Serial No. 25 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 appointing proxies by the Members will not be available for the AGM; 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 their Board or governing body Resolution/Authorization, etc., authorizing their representative to attend the AGM through VC/OAVM on their 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 rsaevoting@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 Act and the Rules made thereunder and pursuant to the relevant regulation of Listing Regulations that sets out details relating to the special businesses to be transacted at the meeting is annexed hereto as **Annexure-I** and forms part of the notice.
7. Brief profile of Mr. Harshavardhana Gourineni, Director, proposed to be reappointed, and brief profile of Dr. Amar Patnaik, proposed to be appointed as an Independent Director, along with the names of the Companies in which he holds 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 **Annexure-II** and forms part of the notice.
8. In compliance with the aforesaid Circulars, the Annual Report 2023-24, including the notice of the AGM, inter-alia, indicating the process and manner of remote e-voting, attending AGM through VC/OAVM 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, or the Depository Participants can get the same registered with the Company as per the procedure provided in Serial No. 24.
9. Members may also note that the notice of the AGM and the Annual Report 2023-24 will be posted on the Company's website, www.amararajaeandm.com, and also on the websites of the stock exchanges, i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively. The AGM notice will also be available on the NSDL website at www.evoting.nsdl.com. The Company shall send a physical copy of the Annual Report 2023-24 to the Members who specifically request the same by emailing investorservices@amararaja.com.
10. The registers, i.e. Register of Directors and Key Managerial Personnel and their shareholding, 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 3, 2024. Members seeking to inspect such documents can send an email to investorservices@amararaja.com.
11. The register of members and share transfer books of the Company will remain closed from Friday, July 19, 2024, to Thursday, July 25, 2024 (both days inclusive).
12. The record date for the purpose of the final dividend of the financial year 2023-24 is Thursday, July 18, 2024. The final dividend of Rs. 5.10/- (510%) per equity share of Re.1/- each, if declared, shall be paid on or before September 1, 2024, to those members whose names appear in the register of members or in case of shares held in dematerialized form to the beneficiaries as of the close of business hours of the record date, as per details furnished by NSDL and 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. The Company must deduct tax at source (TDS) from dividends 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, and 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 and/or <https://wisdom.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.amararajaeandm.com in the Investors section as soon as possible, after the meeting is concluded.
15. Questions prior to AGM: Members seeking any information or asking questions with regard to the financial statements of the Company or on any matter in the annual report 2023-24 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 on or before Tuesday, July 30, 2024. Such information sought, or questions by the members shall be furnished or replied to 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 Registrar and Share Transfer Agent, Cameo Corporate Services Limited, Unit: Amara Raja Energy & Mobility Limited, Subramanian Building, No. 1, Club House Road, Chennai- 600 002, Tamil Nadu, India ("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://wisdom.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, 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 in case the shares are held by them in physical form.
19. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN and Bank account details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank details to the RTA. The following documents need to be provided for updation of Bank Account Details - Name and Branch of the Bank in which you wish to receive the dividend, Bank Account type, Bank Account number, 9 digits MICR Code number, 11 digits IFSC Code and a Scanned Copy of the cancelled cheque bearing the name of the first shareholder.
20. SEBI, in its notification dated January 24, 2022, has mandated that all requests for transfer of securities, including transmission and transposition requests, shall be processed only in dematerialized form. In view of this, to eliminate all risks associated with physical shares and avail themselves of various benefits of dematerialization, members holding shares in physical form are requested to convert their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited, for assistance in this regard.
21. Pursuant to the provisions of Section 124(5) of the Act, the amount of dividend (s) declared/paid up to the financial year 2015-16 and remaining unpaid for consequent 7 years has been transferred, from time to time on respective due dates, to the Investors Education and Protection Fund (IEPF). The due date for transferring unclaimed/unpaid dividends for financial year 2016-17 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 of March 31, 2024, is available on the Company's website i.e. www.amararajaeandm.com.
22. 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 dividends in order to avoid the transfer of shares to the 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 the IEPF have also been uploaded to the website of the IEPF Authority, and the same can be accessed at www.iepf.gov.in. Members may note that shares, as well as unclaimed dividends transferred to IEPF Authority, can be claimed.

23. Voting through Electronic Means (Remote e-voting):

- i. 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 39th AGM by electronic means. The Company has engaged the National Securities Depository Limited (NSDL) services as the authorized agency to provide e-voting facilities. The instructions for remote e-voting are given in Serial No. 24.
- ii. The remote e-voting event number (EVEN) is 129033. The remote e-voting will commence on **Wednesday, July 31, 2024 (9:00 a.m. IST) and ends on Friday, August 2, 2024 (5:00 p.m. IST)**. During this period, members of the Company, holding shares either in physical form or in dematerialized form as of Saturday, July 27, 2024, i.e. cut-off date, may cast their vote electronically. NSDL shall disable the e-voting module for voting thereafter. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently or cast the vote again.
- iii. Any person holding shares in physical form and non-individual shareholders who acquire shares of the Company and become a member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. **Saturday, July 27, 2024**, 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, you can use your existing user ID and password to vote. If you forgot your password, you can use the "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.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 acquire shares of the Company and become Members of the Company after sending the Notice and holding shares as of the cut-off date i.e. **Saturday, July 27, 2024**, may follow the steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

- iv. Members who have cast their vote by e-voting prior to the meeting may also attend the AGM through VC/OAVM but are not entitled to cast their vote again.
- v. 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 the same as the instructions given in Serial No. 24 for Remote e-voting.
- vi. The voting rights of the members shall be in proportion to the paid-up value of their shares in the Company's equity capital as of the cut-off date, i.e. Saturday, July 27, 2024. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as of the cut-off date, i.e. Saturday, July 27, 2024, shall only be entitled to avail the facility of remote e-voting and during the AGM.
- vii. The Board of Directors has appointed Mr. R Sridharan (Membership No. FCS 4775 and CP No. 3239) from M/s R. Sridharan & Associates, Company Secretaries as Scrutinizer and failing him Ms. Srinidhi Sridharan, (Membership No. FCS 12510 and CP No. 17990) from M/s Srinidhi Sridharan & Associates to scrutinize the remote e-voting process and voting during the AGM in a fair and transparent manner.
- viii. The Scrutinizer shall, immediately after the conclusion of voting during the meeting, 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 two (2) working days 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 authorized person of the Chairman, and the resolutions will be deemed to have been passed on the date of the AGM, subject to receipt of the requisite number of votes in favour of the resolutions.
- x. After the declaration of the results, the same shall be placed along with the Scrutinizer's Report(s) on the website of the Company www.amararajaeandm.com and on NSDL's website <https://evoting.nsdl.com> and communicated to the Stock Exchanges i.e. BSE and NSE, where the shares of the Company are listed for placing the same on their website(s).

24. E- Voting instructions:

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

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


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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> 
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 129033 then user ID is 001***129033

5. Password details for shareholders other than Individual shareholders are given below:

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

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'.

- c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/ Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.



- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen

signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rsaevoting@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorservices@amararaja.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorservices@amararaja.com.
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

The instructions for members for e-voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

25. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. 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" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join 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.

2. 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 serve basis.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorservices@amararaja.com. The same will be replied by the company suitably.
7. Registration of Speaker: 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 from Monday, July 22, 2024 (9:00 a.m. IST) to Monday, July 29, 2024, (5:00 p.m. IST). Those members who have registered themselves as a speaker in advance will only be allowed to express their views/ask questions during the AGM.
8. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
9. In case any assistance is needed, members may contact NSDL on evoting@nsdl.co.in or at toll free no. 1800 1020 990 and 1800 22 44 30.

By Order of the Board of Directors
For Amara Raja Energy & Mobility Limited
(Formerly known as Amara Raja Batteries Limited)

Place: Hyderabad
 Date: June 18, 2024

Vikas Sabharwal
 Company Secretary

Annexure-I

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

The following statement sets out all material facts relating to special businesses mentioned in the accompanying notice dated June 18, 2024, and shall be taken as forming part of the notice.

Item No. 5

Pursuant to the recommendation of the Nomination and Remuneration Committee (NRC), Section 161 of the Companies Act, 2013, the Board, on June 18, 2024, appointed Dr. Amar Patnaik (DIN: 08602154) as an Additional Director in the capacity of Independent Director of the Company for a term of 5 (Five) consecutive years with effect from June 18, 2024 to June 17, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received the following from Dr. Patnaik:

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
- Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the Listing Regulations;
- Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- Confirmation that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;
- A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice in writing by a member proposing his candidature under Section 160 of the Act. The Nomination and Remuneration Committee (NRC) had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of Dr. Patnaik. In the opinion of

the Board, Dr. Patnaik fulfils the conditions for independence specified in the Act, the Rules made thereunder, the Listing Regulations and such other laws/regulations for the time being in force, to the extent applicable to the Company. The Board noted that Dr. Patnaik's skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director. The Board considers that the appointment of Dr. Patnaik will be of immense value to the Company. As required under Regulation 36 (3) of the Listing Regulations and Secretarial Standards-2, a brief resume of Dr. Patnaik and other requisite details are given in the Annexure to this Notice.

The Board of Directors have inducted Dr. Patnaik as a member of the Audit Committee & NRC, effective June 18, 2024.

The proposed resolution seeks the approval of members by way of special resolution for the appointment of Dr. Patnaik as an Independent Director for a term of 5 years from June 18, 2024, to June 17, 2029 (not liable to retire by rotation) pursuant to Section 149(10) and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder. In terms of proviso to Regulation 25(2A) of the Listing Regulations, 2015, where a special resolution for the appointment of an independent director fails to get the requisite majority of votes, but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under this regulation.

A copy of the draft letter for the appointment of Dr. Amar Patnaik as an Independent Director setting out the terms and conditions is available for electronic inspection by the members during normal business hours on working Days. Members can send an email to investorservices@amararaja.com seeking inspection of the letter of appointment.

None of the Directors, Key Managerial Personnel or their relatives except Dr. Amar Patnaik, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no.5. The Board recommends the special resolution as set out in Item no. 5 of this notice for the approval of members

Item No. 6

The Board of Directors, at their meeting held on May 28, 2024, on the 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 2024-25 on a remuneration of ₹ 475,000/- [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 in item no. 6 of the notice ratifying the remuneration payable to the Cost Auditors for the financial year 2024-25.

The Board, based on the Audit Committee's recommendation, unanimously recommends the ordinary resolution as set out in item no. 6 of this notice.

None of the Directors, Key Managerial Personnel, or their relatives are interested financially or otherwise in the resolution, as set out in item no. 6 of this notice.

Item No. 7

The members of the Company, at the Annual General Meeting, held on July 20, 2019, approved payment of commission to Non-Executive Independent Directors in such sum and proportion as the Board may deem fit, provided the aggregate of such commission to Non-Executive Independent Directors shall not exceed 1% of the Company's net profits per annum.

Further, in terms of provisions of Regulation 17(6) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the board of directors shall recommend all fees or compensation, if any, paid to non-executive directors, including independent directors and shall require approval of shareholders in general meeting.

The Company's Non-Executive Independent Directors of the Company are crucial to keeping balance on the Board with their vast domain expertise and rich experience across a wide spectrum of functional areas, and in order that the Non-Executive Independent Directors need to be compensated for their time and efforts in discharging their duties under the Act. Accordingly, approval of the members by way of special resolution is being sought for the payment of Commission to all the Company's Non-Executive Independent Directors for each of the 5 (five) financial years from 2024-25 to 2028-29.

The Board, after taking into account the performance as independent directors, unanimously recommends the special resolution as set out in item no. 7 of this notice. The Non-Executive Independent Directors are concerned or interested in item no. 7 to the extent that they would be entitled to receive a commission as may be payable to them occasionally if approved by the members.

None of the other Directors, Key Managerial Personnel or their relatives are financially or otherwise interested in the resolution in item no. 7 of this notice.

By Order of the Board of Directors
For Amara Raja Energy & Mobility Limited
(Formerly known as Amara Raja Batteries Limited)

Place: Hyderabad
Date: June 18, 2024

Vikas Sabharwal
Company Secretary

Annexure-II

Brief particulars of the Director(s) proposed for appointment/re-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



Harshavardhana Gourineni

Executive Director

Mr. Harshavardhana Gourineni (DIN:07311410), (Date of Birth: July 15, 1988, Age: 35 years), currently serves as the Executive Director of the Company. He is an accomplished business leader who has made significant contributions to the growth and expansion of ARE&M. Mr. Gourineni started his career in the Power Solutions division of the erstwhile Johnson Controls, now Clarios, and worked for three years across roles in manufacturing operations and demand planning.

After living in the US for 25 years, Mr. Gourineni moved to India inspired by his grandparents, Amara Raja Group founders Dr. Ramachandra N Galla and Smt. Aruna Kumari Galla. He joined the group in 2015, at the age of 25, as a senior management executive, where he was responsible for supply chain issues and distribution network deficiencies in ARE&M (previously ARBL). Since then, he has climbed the leadership ladder and held various multifunctional roles in the business.

He has worked in different positions across the Amara Raja Group Companies including media arm. As MD and CEO of Mangal Industries, Mr. Gourineni scaled the business by adding marquee customers like Samsung and IKEA and established a design partnership with AXISCADES Technologies. He also oversaw remarkable growth in annual revenue and was instrumental in setting up Amara Raja Group's first manufacturing location outside of Andhra Pradesh in Oragadam, Chennai.

In June 2021, Mr. Gourineni was appointed as the Executive Director of the Company, where he is responsible for leading the Automotive and Industrial businesses. He has spearheaded a comprehensive modernization process and has unlocked a digital transformation journey across functions. He leads a globalization effort for Amara Raja Energy & Mobility, taking the company's brands to new geographies. He has also focused on green energy, sustainability, and new technologies to reduce the company's carbon footprint, setting up a captive 50MW solar power plant and a new Lead recycling plant. He holds a Bachelor of Science degree in Industrial and Organisation Psychology from Purdue University, USA.

Terms and conditions of appointment: As approved by the Members at the 36th Annual General Meeting held on August 14, 2021. Mr. Harsha's office as a director is subject to retire by rotation.

Date of first appointment to the Board, last drawn remuneration and number of Board meetings attended: Mr. Harsha was first appointed to the Board on June 12, 2021. Details pertaining to his appointment, remuneration, and number of meetings attended are provided in the Corporate governance report of this Integrated Annual Report 2023-24.

Remuneration proposed to be paid: As approved by the Members at the 36th Annual General Meeting held on August 14, 2021.

Expertise in specific functional area and Skills and Capabilities required for the role and the manner in which he meets such requirements: Strategy, Governance, Board service, Business understanding, Industry and Sector knowledge, Finance, Technology, Human Resources

Shareholding in the Company as on the date of his appointment i.e., June 18, 2024: Nil

Disclosure of relationships between directors inter-se: He is nephew of Mr. Jayadev Galla, Chairman, Managing Director and Chief Executive Officer and brother of Mr. Vikramadithya Gourineni, Executive Director.

Listed entities (other than Amara Raja Energy & Mobility Limited) in which Mr. Harsha holds directorship and committee membership: Nil



Listed entities from which Mr. Harsha has resigned in the past three years: Nil

Any Other Directorships: Nil

S. No	Name of the Company	Designation	Committee [®]	Chairman/Member [®]
1	Amara Raja Power Systems Limited	Director	NA	NA
2	Amara Raja Advanced Cell Technologies Private Limited	Director	NA	NA
3	Amara Raja Circular Solutions Private Limited	Director	NA	NA
4	Amara Raja Infra Private Limited	Director	NA	NA
5	HG Global Private Limited	Director	NA	NA
6	Amara Raja Media and Entertainment Private Limited	Director	NA	NA
7	Mangal Industries Limited	Director	Audit	Member
8	RNGalla Family Private Limited	Director	NA	NA
9	HG Chemicle Private Limited	Director	NA	NA

[®]Only Audit Committee and Stakeholders Committee.



Dr. Amar Patnaik

Non-Executive Independent Director

Dr. Amar Patnaik (DIN: 08602154) (Date of Birth: May 24, 1967, Age: 57 years) was appointed as Additional Director, categorized as Non-Executive Independent Director w.e.f. June 18, 2024. Dr. Patnaik had a distinguished career in the Indian Civil Services from where he took premature retirement. He served as an Indian Audit and Accounts Service (IA&AS) officer under the Comptroller & Auditor General (CAG) of India for 28 years and held the position of Principal Accountant General (PAG) in Sikkim, Odisha, West Bengal, and Kerala. Dr. Patnaik also worked on global external audit assignments with the United Nations in New York, Sudan, Uganda & Italy and has led India's External Audit Missions to various countries. He has audited the IT systems of the UN and FAO, and the several national entities like the Indian Railways and State Governments during his career with the CAG of India.

Dr. Patnaik also served as a Member of Parliament (2019-24) in the Rajya Sabha from Odisha. During his tenure as an MP, he was a member of the Parliamentary Standing Committee on Finance, Committee on Public Undertakings & Rajya Sabha Committee on Subordinate Legislation.

Dr. Patnaik is a distinguished thought leader with a prolific record of publications on a wide range of economic issues such as fiscal federalism, financial inclusion mechanisms, carbon trading systems, monetary policy, economy, poverty, markets, financial systems, regulations etc. His writings advocate for evidence-based reforms to promote economic growth, including rationalizing subsidies, and expanding credit access to MSMEs. Additionally, he envisions empowering Self-Help Groups (SHGs) to facilitate their transition into MSMEs. Through his parliamentary interventions, he has shed light on the intricacies of debt financing, and the inflationary pressures arising from supply-side constraints. He has advocated for strong grievance redressal mechanisms in Financial regulators.

He is a leading voice for innovative solutions, proposing new frameworks for ESG and carbon accounting. Dr. Patnaik's career both in the civil services and in the Parliament has been marked by a steadfast commitment to shaping a responsible technological future for India by promoting technology-led innovation aided by right, often soft-touch, regulation. His demonstrably influential role in developing data privacy legislation, including serving as a member of the Joint Parliamentary Committee on the Personal Data Protection Bill, 2019 contributed to establishing a robust legal framework for the digital age privacy concerns. He played a key role in drafting Finance Committee reports, particularly those highlighting competition and anti-trust in the digital space and big tech environment. Dr. Patnaik's advocacy extends to emerging areas like online gaming, artificial intelligence, and the metaverse, where through his writings, he has championed balanced regulations that foster responsible technological advancement and innovation while protecting users against harm.



Furthermore, Dr. Patnaik is a staunch advocate for fostering healthy competition within the digital landscape, ensuring a level playing field for a flourishing tech ecosystem. His expertise has been recognized by leading industry bodies such as ASSOCHAM and FICCI, where he has served as a regular keynote speaker. Additionally, Dr. Patnaik has had the distinct honor of delivering keynote addresses at the prestigious Global Fintech Summit, organized by NPCI in 2022 as well as 2023.

He has participated in various parliamentary delegations to Brussels and Berlin, discussing data privacy and digital regulation with European parliamentarians under the aegis of the ORF and the KAS Foundation.

His academic qualifications include a bachelor's degree in Physics from St. Stephens College at Delhi University, an MBA in Finance and Systems from Xavier's Institute of Management, Bhubaneswar, and a Master's program in public management from the Lee Kuan Yew School of Public Policy, Singapore and the Kennedy School of Government, Harvard University. He was also a British Chevening Gurukul Scholar in 2013 to pursue studies at the London School of Economics. Dr. Patnaik completed his Ph.D. in institutional studies from XIMB, Bhubaneswar and has an Advanced Management Certificate from the Wharton School, USA.

He is a Certified Fraud Examiner (Association of Certified Fraud Examiners) and Certified Internal Auditor (Institute of Internal Auditors). He possesses demonstrable expertise in risk management, evidenced by certifications in Risk Management Assurance (Institute of Internal Auditors). These credentials highlight his commitment to strong internal controls for mitigating financial and technological risks. He is also a practicing Advocate, advising clients and government officials on the ramifications of law(s) and their implementation ecosystem in India.

Terms and conditions of appointment: As per the resolution at item no. 5 of this notice read with explanatory statement thereto.

Date of first appointment to the Board, last drawn remuneration and number of Board meetings attended: It is proposed to appoint Dr. Patnaik as an Independent Director for his first term on the Board and hence, these details are not applicable.

Remuneration proposed to be paid: It is proposed to the Shareholders at resolution no. 7 of this notice to consider and approve payment of commission to Non-Executive Directors in such sum and proportion as the Board may deem fit, provided the aggregate of such commission to Non-Executive Directors shall not exceed 1% of the Company's net profits per annum for a period of five financial years i.e., 2024-25 to 2028-29.

Expertise in specific functional area and Skills and Capabilities required for the role and the manner in which he meets such requirements: Finance, Audit, Legal, Economics, Public Management, Political, Global Business, Cybersecurity, Strategy, Leadership, Information Technology, Risk Management.

Shareholding in the Company as on the date of his appointment i.e., June 18, 2024: Nil

Disclosure of relationships between directors inter-se: None

Listed entities (other than Amara Raja Energy & Mobility Limited) in which Dr. Patnaik holds directorship and committee membership: Nil

Listed entities from which Dr. Patnaik has resigned in the past three years: Nil

Any Other Directorships: Nil

Communication on tax deducted at source

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 Agent – Cameo Corporate Services Limited at https:// investors.cameoindia.com (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 https://investors.cameoindia.com . There is also provision to upload the 15G/15H in the website https://investors.cameoindia.com 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 ₹ 5,000.

**For Non-Resident Shareholder(s)**

Particulars	Applicable TDS 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 Annexure A 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>

** 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:

1. TDS to be deducted at higher rate in case of non-filers of Return of Income. The provisions of Section 206AB require the deductor to deduct tax at higher of the following rates from amount paid/ credited to specified person:

- At twice the rate specified in the relevant provision of the Act; or
- At twice the rates or rates in force; or
- At the rate of 5%

The non-resident who does not have the permanent establishment and resident who is not required to file a return under section 139 of the Act are excluded from the scope of a specified person.

However, as directed by the Central Board of Direct Taxes vide Circular No. 11 of 2021 dated June 21, 2021, the Company will be using functionality of the Income-tax department for determination of specified person for the purpose of Section 206AB of the Act.

2. TDS to be deducted at higher rate in case of non-linkage of PAN with Aadhaar. As per Section 139AA of the Income Tax Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply to this, the PAN allotted shall be deemed to be invalid/inoperative and tax shall be deducted at the rate of 20% as per the provisions of section 206AA of the Act.

The Company will be using functionality of the Income-tax department for the above purpose. Provisions will be effective from July 1, 2023. Shareholders may visit <https://www.incometax.gov.in/iec/foportal/> for FAQ issued by Government on PAN Aadhar linking.

3. 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.
4. 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.
5. 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.
6. 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.
7. 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/>
8. 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.
9. 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.
10. 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.

11. 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 or 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 Energy & Mobility Limited

Renigunta-Cuddapah Road

Karakambadi, Tirupati

Andhra Pradesh - 517520

Dear Sir/Madam,

Re: Declaration provided to Amara Raja Energy & Mobility Limited ("The Company") for claiming the tax treaty benefits for the financial year 2024-25 (ending on March 31, 2025).

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 2024-25.
- I/We is/are eligible to claim the benefits under the provisions of India-[COUNTRY RESIDENCE] DTAA;
- I/We confirm that I/We are entitled to claim the benefits under the Treaty as modified by the multilateral convention to implement tax treaty related measures to prevent base erosion and profit shifting (MLI) including but not limited to the Principal Purpose Test (PPT), limitation of benefit clause (LOB), Simplified Limitation of Benefits (SLOB), period of holding of shares etc. as applicable.
- We specifically confirm that my affair / affairs were not arranged such that the main purpose or the principal purpose thereof was to obtain tax benefits available under the applicable tax treaty.
- I/We confirm that I/We have not entered into an impermissible avoidance arrangement i.e. an arrangement, the main purpose or one of the main purposes of which is to obtain a tax benefit and it (a) creates rights, or obligations, which are not ordinarily created bet-ween persons dealing atarm's length (b) results, directly or indirectly, in the misuse, or abuse, of the provisions of this Act (c) lacks commercial substance or is deemed to lack commercial substance under section 97, in whole or in part; or (d) is entered into, or carried out, by means, or in a manner, which are not ordinarily employed for bona fide purposes.
- The claim of benefits by me/us is not impaired in any way;
- I/We hereby furnish a copy of valid Tax Residency Certificate dated _____ having Tax Identification number _____ issued by _____ along with a acknowledged copy of e- Form 10F duly filled and signed for the period April 2024-March 2025.
- 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 2024-25; 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]