

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Schedule V thereto, compliance with the requirements of Corporate Governance is set out below:

1. Company's Philosophy on Corporate Governance

Corporate Governance is based on good principles and practices such that the affairs of the Company are being managed in a way which ensures accountability, transparency and fairness in all its transactions in the widest sense and meets its stakeholder's aspirations and societal expectations. Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. Amara Raja Batteries Limited ("Amara Raja" or "the Company") is committed to the adoption of best governance practices and to its adherence to the business of the Company. The Company's corporate governance practices are driven by timely disclosures, transparent accounting policies, internal control on operations and high levels of integrity in decision making with an objective to enhance the value to the stakeholders.

The Company is in compliance with the applicable corporate governance requirements as enshrined in the Companies Act, 2013 ("the Act") read with the Rules made thereunder, the Listing Regulations and other applicable laws.

2. Board of Directors

As of March 31, 2022, the Board of Directors ("Board") was composed of a judicious mix of Executive Directors & Non-Executive Directors (including Independent Directors) to maintain independence, in-depth knowledge, specialized skills and rich experience, which is essential to separate the two main functions of Board viz., governance and management. The Board of Directors of the Company consists of seven (7) Directors, four (4) of whom are Non-Executive and Independent Directors and three (3) of whom are Executive Directors. Independent Directors account for more than half of the Board's overall strength. The Board is made up of one (1) Chairman (Managing Director & CEO), two (2) Executive Directors, and four (4) Independent Directors, one (1) of whom is a Woman Director.

Annexure III

Table 1: Details of the composition of the Board and their Directorships as on March 31, 2022:

Name	Designation	Category	Relationship with other directors	Date of appointment	Directorships as per Section 165 of the Act ⁽²⁾		Committee memberships ⁽³⁾ Attendance at Last AGM		
					Public Companies	Private Companies	Chairmanship in Committees ⁽³⁾	Attendance at Last AGM	Yes
Mr. Jayadev Galla DIN : 00143610	CMD & CEO	Promoter & Executive Director	None ⁽¹⁾	August 1, 2003 ⁽⁴⁾	4	5	3	1	Yes
Mr. Harshavardhana Gourineni DIN : 07311410	Executive Director	Promoter & Executive Director	None ⁽¹⁾	June 12, 2021	2	4	1	Nil	Yes
Mr. Vikramadithya Gourineni DIN : 03167659	Executive Director	Promoter & Executive Director	None ⁽¹⁾	June 12, 2021	3	5	1	Nil	Yes
Mr. N Sri Vishnu Raju DIN : 00025063	Director	Independent & Non-Executive Director	None	August 14, 2008 ⁽⁵⁾	3	17	3	1	Yes
Mr. T R Narayanaswamy DIN : 01143563	Director	Independent & Non-Executive Director	None	June 1, 2009 ⁽⁶⁾	1	7	1	1	Yes
Ms. Bhairavi Tushar Jani DIN : 00185929	Director	Independent & Non-Executive Director	None	March 28, 2015 ⁽⁷⁾	1	14	1	Nil	Yes
Mr. Annush Ramasamy DIN: 01810872	Director	Independent & Non-Executive Director	None	June 12, 2021	3	10	Nil	Nil	Yes

Foot Note:

- (1) Mr. Jayadev Galla, Mr. Harshavardhana Gourineni and Mr. Vikramadithya Gourineni are not relatives in terms of Section 2(76) of the Act. However, as per the revised definition of Related Party in terms of Listing Regulations, they are forming part of the Related Party;
- (2) Number of Directorships excludes foreign companies, Section 8 companies as per Companies Act, 2013 and includes Directorship in the Company;
- (3) Only Chairmanships/Memberships of the Audit Committee(s) and Stakeholders Relationship Committee(s) of listed and unlisted public companies(s), including this Company are considered;
- (4) Mr. Jayadev Galla was appointed as Managing Director w.e.f August 1, 2003; Chief Executive Officer on June 12, 2021; Chairman of the Board on August 14, 2021;
- (5) Mr. N Sri Vishnu Raju, Independent Director original date of appointment is August 14, 2008. He was appointed as Independent Director as per the requirements of Section 149 of the Act, w.e.f August 6, 2014, for the first term and w.e.f August 6, 2019, for the second term;
- (6) Mr. T R Narayanaswamy, Independent Director original date of appointment is June 1, 2009. He was appointed as Independent Director as per the requirements of Section 149 of the Act w.e.f August 6, 2014, for the first term and w.e.f August 6, 2019, for the second term;
- (7) Ms. Bhairavi Tushar Jani, Independent Director, original date of appointment is March 28, 2015. She was appointed as Independent Director as per requirements of Section 149 of the Act on August 14, 2015 and w.e.f August 14, 2020, for the second term.



Core competencies of the Board of Directors as per Schedule C of Corporate Governance requirements of the Listing Regulations:

The Board of Directors has identified the skills/expertise/competencies required for the Company's effective operation, which include knowledge of the Company's businesses, policies, and culture, major risks/threats, and potential opportunities, as well as knowledge of the industry in which the Company operates; technical/professional skills, and specialized knowledge.

The Directors have expertise in 'Strategy, Governance, and Board Service,' 'Business Understanding,' 'Industry & Sector Knowledge,' 'Finance,' 'Technology,' and 'Human Resources.' Such knowledge helps the Board of Directors to drive the Company on the appropriate path.

As part of its fiduciary duties, the Board gives the Company's management leadership, strategic guidance, and objective and independent opinions. This makes sure that the management follows high standards of ethics, transparency, and disclosure. It looks at the Company's governance, risk and compliance framework, business plans, and organisation structure on a regular basis to make sure they are in line with the highest standards.

Table-2: Details of their individual competence, expertise and skills:

Name of the Director	Matrix of Board Expertise					
	Strategy, Governance and Board service	Business Understanding	Industry & Sector Knowledge	Finance	Technology	Human Resources
Mr. Jayadev Galla	√	√	√	√	√	√
Mr. Harshavardhana Gourineni	√	√	√	√	√	√
Mr. Vikramadithya Gourineni	√	√	√	√	√	√
Mr. N Sri Vishnu Raju	√	√	√	√	√	√
Mr. T R Narayanaswamy	√	√	√	√	√	√
Ms. Bhairavi Tushar Jani	√	√	√	√	√	√
Mr. Annush Ramasamy	√	√	√	√	√	√

Declarations:

- The composition of the Board is in conformity with Regulation 17(1) of the Listing Regulations.
- None of the Directors including Independent Directors is serving as an independent director in more than seven listed entities as required under Regulation 17 of Listing Regulations and Mr. Jayadev Galla, Chairman, Managing Director & CEO, Mr. Harshavardhana Gourineni, Executive Director and Mr. Vikramadithya Gourineni, Executive Director are not serving as an Independent Director in any other listed company.
- None of the Independent Directors is Managing Director or Whole Time Director on any other listed entities as required under Regulation 17 of Listing Regulations.
- None of the Directors on the Board is a member of more than 10 committees and Chairman of more than 5 committees across all the Companies in which he/she is a Director as required under Regulation 26 of Listing Regulations.
- None of the Directors holds any shares or control in the Company except Mr. Jayadev Galla, Mr. Harshavardhana Gourineni and Mr. Vikramadithya Gourineni, who are also Directors in 'RNGalla Family Private Limited and/or Mangal Industries Limited', these companies, together with the said Directors are termed as Promoters of the Company and holds 28.06% of the equity share capital of the Company.
- The maximum tenure of Independent Directors is in accordance with the Act and rules made thereunder read with Regulation 25 of the Listing Regulations.

- As per the requirements of Regulations 25(6) of the Listing Regulations, there was no requirement to replace the vacancy created by the resignation of the Independent Directors.
- During the financial year 2021-22, information as specified in Part A of Schedule II to the Regulations such as annual operating plans and budgets, capital budgets, financial results of the Company, foreign currency exposures on a quarterly basis and other information as and when applicable were placed before the Board for its consideration.
- The senior management personnel confirmed that they do not have any personal interest in respect of all material financial and commercial transactions entered into by the Company, which may have a potential conflict with the interest of the Company at large.
- The Company has a suitable Directors & Officers Insurance Policy obtained with adequate coverage and complies with the requirement of Regulation 25(10) of Listing Regulations.
- A formal letter of appointment is issued to all Independent Directors, a specimen of which is been placed on the Company's website at <https://www.amararajabatteries.com/Investors/board-of-directors>
- Details of Directors along with their profiles are available on the website of the Company and the profile of the Director proposed to be reappointed 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 and Listing Regulations are furnished as an Annexure-II to the notice of the 37th Annual General Meeting.
- None of the Directors is Director or holds any position in other Listed Entities, except Mr. N Sri Vishnu Raju, Independent Director. Details, as required under Listing regulations, are given in Table -3.

Table-3: Details of Directors, who are directors in other listed entities:

Name of the Director	Name of the Listed Entity	Category and Designation
Mr. N Sri Vishnu Raju	Heritage Foods Limited	Independent Director
	Zydus Wellness Limited	Independent Director

- All the Independent Directors of the Company have given their respective declaration/disclosures under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations and have confirmed that they fulfil the independence criteria as specified under section 149(6) of the Act and Regulation 16 of the Listing Regulations and have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. Further, the Board after taking these declarations /disclosures on record and acknowledging the veracity of the same, concluded that the Independent Directors are persons of integrity and possess the relevant expertise and experience to qualify as Independent Directors of the Company and are Independent of the Management.
- All the Independent Directors had registered with Indian Institute of Corporate Affairs for lifetime and had complied with Rule 6 (1) and (2) of Companies (Appointment and Qualification of Directors) Rules, 2014. The tenure of the Independent Directors is in accordance with the provisions of the Act and rules made thereunder.
- During the year, none of the Independent Directors has resigned from the Directorship of the Company before the expiry of the term of appointment.

Board Meetings, Procedure & Term of Board membership

The Company plans and prepares the schedule of the Board and Board Committee meetings in advance. The schedule of meetings and their agenda is finalized in consultation with the Chairman of the Board, the Independent Directors and Committee Chairpersons. Agendas are circulated in advance with appropriate presentations, detailed notes, supporting documents and executive summaries.



As per the requirements of the Act, the Board of Directors must meet at least four times a year, with a maximum gap of 120 days between two Board Meetings. During the year, the majority of the Board Meetings were held through video conference in accordance with the provisions of law. Our Board met eight (8) times during the financial year under review on May 22, 2021, June 12, 2021, August 14, 2021, September 24, 2021, November 12, 2021, December 24, 2021, February 10, 2022, and March 22, 2022, thereby complying the applicable statutory requirements. Details of the attendance of Directors, Board Strength and number of Directors present are given in Tables -4 & 5.

A detailed presentation is made covering various highlights and performances of the business at each Board Meeting. The Board reviews the items on the agenda and in particular quarterly financial results, annual financial statements, annual operating plans and budgets, capital budgets, etc. The compliance reports of laws applicable to the Company and minutes of the Committee meetings are also reviewed/noted by the Board. Other significant details included in the presentation/agenda discussion covers dangerous occurrences, any material effluent or pollution problems, material default in financial obligations, public or product liability claims, related party transactions, borrowings, updates on internal controls, Internal Financial Controls information on recruitment and remuneration of key executives below the Board level including Chief Financial officer & Company Secretary, Risk analysis of various products, markets and businesses, detailed analysis of potential acquisition targets and possible divestments, details of any joint venture or collaboration agreements, contracts/arrangements in which director(s) are interested, materially important show cause, demand, prosecution and penalty notices, if any.

The important decisions taken by the Board and Committee meetings are communicated to the respective departments for the implementation of the said decisions. Action taken/status reports on decisions/suggestions of the previous meeting(s) are followed up and placed at the next meeting for information and further recommended actions if any. During the year under review, the Board has accepted all the recommendations from the Committees.

Table-4: Attendance of Directors:

Name	Designation	No. of Board Meetings	
		Held during the tenure	Attended During the tenure
Mr. Jayadev Galla ⁽¹⁾	Chairman, Managing Director & CEO	8	8
Mr. Harshavardhana Gourineni ⁽²⁾	Executive Director	7	7
Mr. Vikramadithya Gourineni ⁽²⁾	Executive Director	7	6
Mr. N Sri Vishnu Raju	Independent Director	8	8
Mr. T R Narayanaswamy	Independent Director	8	7
Ms. Bhairavi Tushar Jani	Independent Director	8	6
Mr. Annush Ramasamy ⁽²⁾	Independent Director	7	6
Dr. Ramachandra N Galla ⁽³⁾	Chairman	3	3
Dr. Ramadevi Gourineni ⁽⁴⁾	Director	2	1

Foot Note:

- (1) Was appointed as Chief Executive Officer on June 12, 2021, and Chairman of the Board w.e.f. August 15, 2021
- (2) Was appointed as Director w.e.f June 12, 2021
- (3) Ceased to be Director w.e.f August 14, 2021
- (4) Ceased to be Director w.e.f June 12, 2021

Table-5: Dates of Meetings and Attendance:

Date of Meeting	Board Strength	No. of Directors Present
May 22, 2021	6	5
June 12, 2021	9	8
August 14, 2021	8	8
September 24, 2021	7	7
November 12, 2021	7	5
December 24, 2021	7	5
February 10, 2022	7	7
March 22, 2022	7	7

Board Induction, Training and Familiarisation

At the time of appointing a Director, a formal letter of appointment is given to them, which inter alia explains the roles, functions duties and responsibilities expected of them as a Director/ Independent Director of the Company. They also explained in detail the compliances required from him under the Act, Listing Regulations, Insider Trading Regulations and other relevant regulations on regular basis.

A handbook covering the roles, functions duties and responsibilities and the details of the compliance requirements expected from the Directors under the Act and the relevant Listing Regulations along with Annual Reports, investor presentations, recent press releases, research reports, Code of Conduct for Directors and Senior Management Personnel, key policies of the Company and the Memorandum and Articles of Association and the brief on Company's Board practices.

The newly appointed Independent Directors are given induction and orientation with respect to Company's Vision, Core Purpose, Core Values and business operations. In addition, detailed presentations are made by Senior Management Personnel on the business environment and performance of the Company at every Board Meeting.

The above initiatives help the Independent Directors to understand the Company, its business and the regulatory framework in which the Company operates and enables the Directors to fulfil their role/responsibility. The details of the familiarisation program are available on the Company's website i.e. <https://www.amararajabatteries.com/Investors/board-of-directors>

Board Evaluation

During the year, Board has carried out an annual self-evaluation of its performance, the working of its committees and peer evaluation of each Director internally. For this purpose, each Director completed a questionnaire involving peer evaluation and feedback on the processes of the Board and its Committees. The contribution and impact of individual members were evaluated on a number of parameters, such as level of engagement, independence of judgment, conflict resolution, contributions to enhance the Board's overall effectiveness etc. Positive attributes and improvement areas for each Director were provided to them on a confidential basis.

The Committees were evaluated on various parameters such as effective discharge of their roles, responsibilities and advice given to the Board for discharging its fiduciary responsibilities, including adequate and periodical updates to the Board on the Committees' functioning.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board. The Directors performance was evaluated on parameters such as level of engagement and contribution in safeguarding the interest of the Company etc.



Further, the performance of the Board as a whole, performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors

Independent Directors Meeting

During the year, our Independent Directors met three (3) times in sessions without the presence of Executive Directors and other members of management. The Company is ready to facilitate more such sessions as and when required by the Independent Directors. During these meetings, the Independent Directors review the performance of the Company and its senior management, that of the Chairman, Managing Director, and the Board, Corporate strategy, risks, competition, succession planning for the Board and senior management and the quality of information given to the Board.

3. Audit Committee

Responsibilities & Terms of Reference:

As per the requirements of the Act and Listing Regulations, the Board of Directors has entrusted the Audit Committee with the responsibility to supervise these processes and ensure adequate, accurate and timely disclosures that maintain the transparency, integrity and quality of financial control and reporting.

The constitution and terms of reference of the Audit Committee are in accordance with and covers all the matters specified under Section 177 of the Act and Regulation 18 of the Listing Regulations read with Part C of Schedule II of the Listing Regulations.

The primary focus of the Audit Committee is to have an oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

- a. Recommendation for appointment, remuneration and terms of appointment of Internal Auditors, Statutory Auditors and Cost Auditors of the Company;
- b. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- c. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of 134 (3)(c) of the Act
 - ii. Changes, if any, in accounting policies and practices and reasons for the same
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management
 - iv. Significant adjustments made in the financial statements arising out of audit findings
 - v. Compliance with listing and other legal requirements relating to financial statements
 - vi. Disclosure of any related party transactions
 - vii. Qualifications in the draft audit report
- d. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- e. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- f. Review and monitor the auditor's independence and performance, and effectiveness of the audit process;
- g. Approval or any subsequent modification of transactions of the Company with related parties;

- h. Scrutiny of inter-corporate loans and investments;
- i. Valuation of undertakings or assets of the Company, wherever it is necessary;
- j. Evaluation of internal financial controls and risk management systems;
- k. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- l. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- m. Discussion with Internal Auditors of any significant findings and follow up thereon;
- n. Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of material nature and reporting the matter to the Board;
- o. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- p. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors; if any;
- q. Reviewing, the functioning of the Whistle Blower mechanism as and when adopted by the Company;
- r. Approval for the appointment of Chief Financial Officer (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- s. To recommend to the Board the policy on materiality of related party transactions and also on dealing with the related party transactions;
- t. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding Rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- u. Such other matters as may be required under the provisions of the Act, the rules made thereunder and the Listing Regulations as amended from time to time;
- v. To carry out any other function as may be delegated by the Board from time to time.

Constitution and meetings of the Committee

The Audit Committee comprises entirely Independent Directors. All members are financially literate and bring expertise in the fields of finance, economics, logistics, strategy and management. The Committee comprises three (3) Independent Directors.

During the financial year 2021-22, five (5) meetings of the Audit Committee were held on May 22, 2021, August 14, 2021, November 12, 2021, February 10, 2022, and March 22, 2022. The maximum time gap between any of the two consecutive meetings was not more than 120 days. The necessary quorum was present in all the meetings. The details of the Meetings and attendance of the members are provided in Table 6 and Table 7.

The Company Secretary acts as the Secretary to the Audit Committee. The Chief Financial Officer along with the Statutory Auditors and Internal Auditors are invitees to the said Committee. The Auditors and Senior Management personnel are invited as and when required.

Mr. N Sri Vishnu Raju, Independent Director and Chairman of the Audit Committee was present at the 36th Annual General Meeting of the Company held on August 14, 2021.

During the year, there were no changes to the composition of the Committee.

**Table-6: Meetings of the Audit Committee and attendance of members:**

Members of the Committee	Category	Meetings held in the Member's tenure	No. of Meetings attended
Mr. N Sri Vishnu Raju, Chairman	Independent & Non-Executive Director	5	5
Mr. T R Narayanaswamy	Independent & Non-Executive Director	5	5
Ms. Bhairavi Tushar Jani	Independent & Non-Executive Director	5	5

Table-7: Dates of Meetings and Attendance:

Date of Meeting	Committee Strength	No. of Members Present
May 22, 2021	3	3
August 14, 2021	3	3
November 12, 2021	3	3
February 10, 2022	3	3
March 22, 2022	3	3

4. Nomination and Remuneration Committee

Responsibilities & Terms of Reference:

The constitution and terms of reference of the Nomination and Remuneration Committee ("NRC") are in accordance with and cover all the matters specified under Section 178 of the Act and Regulation 19 of the Listing Regulations read with Part D of Schedule II of the Listing Regulations.

The Nomination and Remuneration Committee also entirely consists of Independent Directors. Its primary functions are to:

- To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to, the remuneration of the Directors, Key Managerial Personnel and other employees;
- To formulate criteria for evaluation of the performance of Independent Directors and the Board of Directors;
- To devise a policy on diversity of the Board of Directors;
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;
- To consider and recommend to the Board whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of Independent Directors;
- To recommend to the Board, that all remuneration, in whatever form, be payable to senior management;
- Such other matters as may be required to discharge their responsibilities under the Listing Regulations as amended from time to time.

Constitution and Meetings of the Committee

The current composition of the Nomination and Remuneration Committee comprises three (3) Non-Executive Independent Directors and the Committee is empowered with the powers as prescribed under Regulation 19 of Listing Regulations and Section 178 of the Act. The Committee also acts in terms of reference and directions of the Board from time to time.

During the financial year 2021-22, three (3) meetings of the Nomination and Remuneration Committee were held on May 22, 2021, June 12, 2021, and February 10, 2022. The details of the Meetings and attendance of the members are provided in Table 8 and Table 9.

Nomination and Remuneration Policy

The Board of Directors at its meeting held on March 28, 2015, approved the Nomination and Remuneration policy. The said policy is applicable to all the Directors, Key Managerial personnel and Senior Management Personnel of the Company and the same is available on the Company's website <https://www.amararajabatteries.com/Investors/corporate-governance-policies>

The Company Secretary acts as the Secretary to the Committee. Mr. N Sri Vishnu Raju, Independent Director and Chairman of the Committee was present at the 36th Annual General Meeting of the Company held on August 14, 2021.

During the year, there were no changes to the composition of the Committee.

Table-8: Meetings of the Nomination and Remuneration Committee and Attendance of Members:

Members of the Committee	Category	Meetings held in the Member's tenure	No. of Meetings attended
Mr. N Sri Vishnu Raju, Chairman	Independent & Non-Executive Director	3	3
Mr. T R Narayanaswamy	Independent & Non-Executive Director	3	3
Ms. Bhairavi Tushar Jani	Independent & Non-Executive Director	3	2

Table-9: Dates of Meetings and Attendance:

Date of Meeting	Committee Strength	No. of Members Present
May 22, 2021	3	3
June 12, 2021	3	2
February 10, 2022	3	3

Remuneration to Directors

i) Managing Director/Executive Director

The remuneration structure of Managing Director/Executive Director comprises of basic salary, commission, perquisites and allowances, contribution to provident fund etc. The remuneration is determined considering various factors such as qualification, experience, expertise, prevailing remuneration in the industry and the financial position of the Company.

The Managing Director & Executive Directors are not paid sitting fees for any Board/ Committee meetings attended by him.

ii) Non-Executive Directors

The Non-Executive Independent Directors are entitled to a sitting fee for attending the Board/Committee meetings and also for reimbursement of out of pocket expenses for attending the meetings and they are also entitled to Commission.

Though the shareholders have approved payment of commission to Non-Executive Independent Directors up to 1% of net profits of the Company calculated as per the provisions of Sections 197, 198 and all other applicable provisions of the Act



and the Rules made thereunder for each of the financial years from FY 2018-19 to FY 2023-24, the commission paid to the Non-Executive Independent Directors is usually restricted to a fixed sum, which is within the aforesaid limits.

A sitting fee of ₹20,000/- for attending each meeting of the Board and ₹10,000/- for attending each meeting of any Committee(s) of the Board was paid to the Directors during the year under review.

The sitting fees/commission is reviewed periodically taking into consideration various factors such as performance of the Company, time spent by the Directors for attending to the affairs and business of the Company and extent of responsibilities cast on Directors under general law and other relevant factors.

iii) Details of Remuneration paid to the Directors for the year ended March 31, 2022, are given in Table 10:

Table-10: Remuneration paid or payable to the Directors for FY 2021-22: (₹ crores)

Name	Salaries	Perquisites and Allowances	Commission*	Retirement benefits	Sitting Fee*	Total
Mr. Jayadev Galla, Chairman, Managing Director & CEO	2.40	-	35.60	-	-	38.00
Mr. Harshavardhana Gourineni, Executive Director	1.16	0.01	14.09	-	-	15.26
Mr. Vikramadithya Gourineni, Executive Director	1.16	0.01	14.09	-	-	15.26
Mr. N Sri Vishnu Raju, Independent Director	-	-	0.05	-	0.03	0.08
Mr. T R Narayanaswamy, Independent Director	-	-	0.05	-	0.03	0.08
Ms. Bhairavi Tushar Jani, Independent Director	-	-	0.05	-	0.02	0.07
Mr. Annush Ramasamy, Independent Director	-	-	0.04	-	0.01	0.05

*excludes GST

Notes:

- The shareholders at the 35th Annual General Meeting held on August 7, 2020, appointed Mr. Jayadev Galla as Vice Chairman and Managing Director of the Company for a period of five years with effect from September 1, 2020, to August 31, 2025. The agreement entered into with Mr. Jayadev Galla may be terminated by either party by giving three months' notice and there is no severance fee or compensation payable by the Company upon termination of the agreement. There are no stock options issued by the Company.
- The shareholders at the 36th Annual General Meeting held on August 14, 2021, appointed Mr. Harshavardhana Gourineni and Mr. Vikramadithya Gourineni, as Executive Directors of the Company for a period of five years with effect from June 12, 2021, to June 11, 2026. There are no stock options issued by the Company.
- The remuneration and commission paid to the Managing Director and Executive Directors are within the limits as approved by the members and the Act.
- As of March 31, 2022, none of the Independent Directors hold stock options or shares of the Company.
- The criteria of making payment to the Non-Executive Directors is based on the varied roles played by them towards the Company. It is not just restricted to corporate governance or outlook of the Company, but they also bring along with their significant professional expertise and rich experience across the wide spectrum of functional areas. There are no payments made to Non-Executive Directors apart from sitting fee, commission and reimbursements of expenses (if any) for attending the meetings of the Company.

5. Stakeholders Relationship Committee

Responsibilities & Terms of Reference:

The Stakeholders Relationship Committee is empowered to perform the functions of the Board relating to the handling of queries and grievances of security holders. It primarily focuses on:

- Review investor complaints and their redressal;
- Review of measures taken for the effective exercise of voting rights by shareholders;
- Review work done by the share transfer agent including adherence to the service standards;
- Review of corporate actions related to security holders;
- Review initiatives for reduction of quantum of unclaimed dividends and ensure timely receipt of dividend/ annual report/ statutory notices.

The constitution and terms of reference of the Stakeholders Relationship Committee are in accordance with and covers all the matters specified under Section 178 of the Act and Regulation 20 of the Listing Regulations read with Part D of Schedule II of the Listing Regulations.

Constitution and meetings of the Committee

The current composition of the Stakeholders Relationship Committee comprises four (4) Directors i.e. One (1) Non-Executive Independent Director as Chairman and three (3) Executive Directors as Members. The Committee is empowered with the powers as prescribed under Regulation 20 of Listing Regulations. The Committee also acts in terms of reference and directions of the Board from time to time.

During the financial year 2021-22, one (1) meeting of the Stakeholders Relationship Committee was held on May 22, 2021. The composition of the Stakeholders Relationship Committee and the attendance of members are in Table 11 & Table 12.

Mr. Vikas Sabharwal, Company Secretary and Compliance Officer of the Company also act as the Secretary to the Committee. Chairman of the Committee was present at the 36th Annual General Meeting of the Company held on August 14, 2021.

Table-11: Meetings of the Stakeholders Relationship Committee and attendance of members:

Members of the Committee	Category	Meetings held in the Member's tenure	No. of Meetings attended
Mr. T R Narayanaswamy, Chairman ⁽¹⁾	Independent & Non-Executive Director	1	1
Mr. Jayadev Galla	Promoter & Executive Director	1	1
Mr. Harshavardhana Gourineni ⁽²⁾	Promoter & Executive Director	NA	NA
Mr. Vikramadithya Gourineni ⁽²⁾	Promoter & Executive Director	NA	NA
Dr. Ramachandra N Galla, Chairman ⁽³⁾	Promoter & Non-Executive Director	1	1

Foot Note:

- Re-designated as Chairman of the Committee w.e.f. August 15, 2021.
- Was appointed as the Member of the Committee w.e.f. August 15, 2021.
- Ceased to be Member and Chairman of the Committee w.e.f. August 14, 2021.

**Table-12: Dates of Meetings and attendance:**

Date of Meeting	Committee Strength	No. of Members Present
May 22, 2021	3	3

During the year 2021-22, eight (8) complaints pertaining to non-receipt of rejected dematerialized documents and transfer of shares were received. All the Complaints were redressed to the satisfaction of the shareholders. There were no pending complaints as on March 31, 2022.

Particulars	Opening Balance	Received	Replied	Closing Balance
Request for revalidation and issue of duplicate dividend warrants	-	2	2	-
Share transfers	-	1	1	-
Dematerialization of shares	-	3	3	-
Issue of duplicate share certificates	-	2	2	-

6. Risk Management Committee

In compliance with Regulation 21 of the Listing Regulations, the Board had constituted the Risk Management Committee with effect from April 1, 2019. The terms of reference of the Committee cover all the matters specified in said Listing Regulations. The Committee is headed by Mr. N Sri Vishnu Raju, Non-Executive Independent Director. The Company Secretary acts as the Secretary to the Committee.

The Company has in place an enterprise-wide risk management system. The Risk Management Committee oversees and reviews the risk management framework as well as the assessment of risks, their management and mitigation procedures. The Committee reports its findings and observations to the Board if any. A section on risk management practices of the company under the Enterprise Risk Management forms a part of the chapter on Management Discussion and Analysis in this Annual Report.

During the financial year 2021-22, two (2) meetings of the Risk Management Committee were held on December 24, 2021, and March 22, 2022. The composition of the Risk Management Committee and the attendance of members are in Table 13 & Table 14.

Table-13: Meetings of the Risk Management Committee and attendance of members:

Members of the Committee	Category	Meetings held in the Member's tenure	No. of Meetings attended
Mr. N Sri Vishnu Raju, Chairman	Independent & Non-Executive Director	2	2
Mr. T R Narayanaswamy	Independent & Non-Executive Director	2	1
Mr. S Vijayanand	Member	2	2

Table-14: Dates of Meetings and attendance:

Date of Meeting	Committee Strength	No. of Members Present
December 24, 2021	3	2
March 22, 2022	3	3

7. Corporate Social Responsibility Committee

In compliance with Section 135 of the Act, the Board had constituted the Corporate Social Responsibility Committee. The terms of reference of the Committee covers all the matters specified in Section 135 of the Act. The Committee is headed by Mr. Jayadev Galla, Chairman, Managing Director & CEO. During the financial year 2021-22, two (2) meetings of the Committee were held on May 22, 2021, and August 14, 2021. The composition of the Corporate Social Responsibility Committee and the attendance of members are in Table 15 & Table 16.

Table-15: Meetings of the Corporate Social Responsibility Committee and attendance of members:

Members of the Committee	Category	Meetings held in the Member's tenure	No of the Meetings attended
Mr. Jayadev Galla, Chairman ⁽¹⁾	Promoter & Executive Director	NA	NA
Mr. T R Narayanaswamy	Independent & Non-Executive Director	2	2
Mr. N Sri Vishnu Raju	Independent & Non-Executive Director	2	2
Dr. Ramachandra N Galla, Chairman ⁽²⁾	Promoter & Non-Executive Director	2	2

(1) Appointed as Member and Chairman of the Committee w.e.f. August 15, 2021

(2) Ceased to be Member and Chairman of the Committee w.e.f. August 14, 2021.

Table-16: Dates of Meetings and Attendance:

Date of Meeting	Committee Strength	No. of Members Present
May 22, 2021	3	3
August 14, 2021	3	3

8. Loan and Investment Committee

The Board has constituted a Loan and Investment Committee consisting of Mr. Jayadev Galla, Chairman, Managing Director & CEO, Mr. Harshavardhana Gourineni, Executive Director, Mr. Vikramadithya Gourineni, Executive Director and Mr. N Sri Vishnu Raju, Non-Executive Independent Director as members of the said committee to approve the borrowings/ investment decisions of the Company as per the powers entrusted to it and within the limits specified by the Board, from time to time. The Committee is headed by Mr. Jayadev Galla, Chairman, Managing Director & CEO. The Committee meets as and when required and the minutes of the meeting of the Committee are placed before the Board for noting. No meeting of the said Committee was held during the financial year 2021-22.

9. Means of communication

Quarterly and annual results: Quarterly and annual results of the company are published in Business Line (all editions) and Andhra Jyothi and Eenadu (Rayalaseema Edition). These are also disseminated and made available on the company's website: www.amararajabatteries.com The financial results were sent, if asked for, to the registered e-mail IDs of members.

News releases, presentations, etc.: The Company has established systems and procedures to disseminate relevant information to its stakeholders, including members, analysts, business partners, customers, employees and the society at large. It also participates in earnings calls with analysts and investors.

Website: The primary source of information regarding the company's operations is the company's website: www.amararajabatteries.com, where all official news releases and presentations made to institutional investors and analysts are posted. It contains a separate dedicated investors section, as required under Regulation 46(2) of the Listing Regulations, where the information for members is available. A transcript of the proceedings of the AGM is also made available on the company's website



Annual report: The Company's annual report containing, inter alia, the Board's report, Additional Shareholders' Information, the Corporate Governance Report, Business Responsibility Report, Management's Discussion and Analysis (MD&A), Audited Standalone and Consolidated Financial Statements, Auditors' Report and other important information are circulated to members and others so entitled. The annual report is also available on the company's website in a user-friendly and downloadable form.

Compliances with stock exchanges: Stock Exchanges maintains separate online portals for the electronic submission of information by listed companies. Various communications such as notices, press releases and the regular quarterly, half-yearly and annual compliances and disclosures are filed electronically on these portals.

Annual General Meeting is the principal forum for face to face communication with shareholders, where the Directors / Senior Management personnel / Auditors / Chief Financial Officer respond to the specific queries of the shareholders.

Designated exclusive e-mail ID: We have designated an e-mail ID exclusively for investor services: investorservices@amararaja.com.

Register to receive electronic communications: We provide an option to the members to register their e-mail ID through the RTA to receive electronic communications. Members who wish to receive electronic communications may register with the RTA.

Disclosures: We have a policy on the determination of materiality for disclosure of certain events.

10. Other Disclosures

i. Disclosure of related party transactions

All transactions entered into with related parties during the financial year were on an arm's length basis and in the ordinary course of business. The transactions with the related parties are in compliance with Section 188 of the Act and Regulation 23 of the Listing Regulations.

Prior approval of the Audit Committee was obtained for the transactions which are foreseen and are repetitive in nature. The related party transactions entered into are reviewed by an independent audit firm to confirm that they were in the ordinary course of business and at arm's length basis. A statement of related party transactions is placed before the Audit Committee and/or Board on a quarterly basis.

There were no materially significant transactions entered into by the Company with the related parties which might be deemed to have had a potential material conflict with the interests of the Company at large. The details of the related party transactions entered during the year and disclosures as required by the Indian Accounting Standards (IND AS 24) are disclosed in note 34 of the notes forming part of the financial statements.

The Board of Directors at their meeting held on March 22, 2022, revised the policy on dealing with related party transactions. The policy lays down the criteria for determining the materiality of transactions. The said policy has been posted on the Company's website at the following link <https://www.amararajabatteries.com/Investors/corporate-governance-policies>.

There are no Loans and advances in the nature of loans to firms/companies in which Directors are interested and all related party transactions are on arm's length basis and ordinary course of business.

ii. Subsidiary Companies

The Company has only one subsidiary i.e. Amara Raja Batteries Middle East (FZE), Sharjah, UAE ("ARBME"), which is not a material subsidiary.

The Audit Committee reviews the financial statements of our subsidiary. It also reviews the investments, if any, made by such subsidiary, the statement of all significant transactions and arrangements, if any entered into by subsidiary, and the compliances of each materially significant subsidiary, if any, on a periodic basis.

iii. Disclosure of Accounting Treatment

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("IND AS") notified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended, the guidelines issued by SEBI and other accounting principles generally accepted in India.

iv. Management discussion and analysis: The chapter on Management Discussion and Analysis forms a part of this annual report

v. Senior Management Code of Conduct

The Board had approved a code of conduct in compliance with the Listing Regulations. The said code is applicable to all the Directors and the Senior Management Personnel of the Company and the same is available on Company's website i.e. www.amararajabatteries.com. All the members of the Board and the Senior Management Personnel of the Company have affirmed compliance with the code of conduct for the financial year ended March 31, 2022. In terms of Schedule V to the Listing Regulations, a declaration signed by Mr. Jayadev Galla, Chairman, Managing Director & CEO is enclosed in this report as **Annexure A**.

vi. Compliance(s) of matters relating to Capital Market

The Company has complied with all applicable rules and Listing Regulations prescribed by stock exchanges (NSE/BSE), Securities and Exchange Board of India ("SEBI") or any other statutory authority relating to the capital markets. No penalties or strictures have been imposed on the Company in the last 3 years on any matters by SEBI.

vii. Whistle Blower Policy/Vigil Mechanism

The Company has established a whistle blower policy/vigil mechanism to provide an avenue to raise concerns. The mechanism provides adequate safeguards against victimization of employees who avail of it, and also for the appointment of an Ombudsperson who will deal with the complaints received. The policy also lays down the process to be followed for dealing with complaints and in exceptional cases, also provides for direct appeal to the Chairperson of the Audit Committee. No personnel had been denied access to the Audit Committee. The said policy has been posted on the Company's website at the following link <https://www.amararajabatteries.com/Investors/corporate-governance-policies>

viii. Code of conduct for prevention of insider trading

The Company has adopted a code of conduct for the prevention of Insider Trading ("Insider Trading Code") in accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Board of Directors have revised the said policy on September 24, 2021 w.e.f. October 1, 2021, in view of the amendments in the Insider Trading Regulation.

Necessary procedures have been laid down for directors, officers, designated persons and their relatives for trading in the securities of the Company. These are periodically communicated to such employees who are considered insiders of the company. Apart from this, regular insider trading awareness mails are conducted for the benefit of designated persons. Trading window closure/blackouts/ quiet periods, when the directors and designated persons are not permitted to trade in the securities of the company, are intimated in advance to all concerned. Violations of the policy, if any are appropriately acted on and reported to the SEBI/Stock Exchanges. The Company also maintains a structured digital database, as required under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and also implemented an online application for approving pre-clearances to insiders, who intend to trade in the securities of the Company.

The Company Secretary was appointed as the Compliance Officer by the Board to ensure compliance and effective implementation of the Insider Trading Code. Reports on matters related to insider trading code are reported to the Audit Committee on a quarterly basis.



ix. Disclosure of commodity price risks and hedging activities

As the Company is not engaged in a commodity business, commodity risk is not applicable. The foreign exchange risk is being managed/hedged to the extent considered necessary. The Company had not entered into any forward contracts for any foreign exchange risks during the year under review.

x. Details of the utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A)

During the financial year 2021-22, the Company has not raised any funds through preferential allotment or qualified institutions placement.

xi. Internal Financial Controls with reference to Financial Statements

The Company has in place adequate internal control systems commensurate with the size of its operations. Internal control systems comprising of policies and procedures are designed to ensure sound management of Company's operations, safekeeping of its assets, optimal utilisation of resources, reliability of its financial information and compliance. Systems, processes, and procedures are periodically reviewed and appropriately revised to strengthen them to mitigate emerging risks associated with the growing size and complexity of Company's operations.

xii. CEO & CFO Certification

A certificate of the CEO, as well as the CFO of the Company on financial statements and applicable internal controls as stipulated under Regulation 17(8) of the Listing Regulations, is enclosed as **Annexure B** to this report.

xiii. Agreements with Media: The Company has not entered into any agreement with any media company and/or its associates.

xiv. Certificate from a Company Secretary in practice with regard to disqualification of Directors

A certificate from M/s. R. Sridharan & Associates, Practicing Company Secretary certifying that none of the Directors on the Board of the company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority and certificate is annexed to this report as **Annexure C**.

xv. Details of recommendation of any committee of the Board which are not accepted by the Board

The Board of Directors accepted all the recommendation(s) of the Committees of the Board during the financial year ended March 31, 2022.

xvi. Details of fees paid to the Joint Statutory Auditor(s) and all entities in the network firm/network entity of which each of the Joint Statutory Auditors is a part for the financial year ended March 31, 2022, are provided in Table 17.

Table-17: Details of Audit Fee: (₹ crores)

Particulars	FY 2021-22
Statutory audit fees	0.90
Limited review fees	0.20
Tax audit fees	0.05
Reimbursement of expenses	0.02

xvii. During the year there were nil complaints received under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

xviii. The Company has complied with the requirements of sub-paras (2) to (10) of Schedule V of the Listing Regulations

11. Details of compliance with mandatory requirements and adoption of Discretionary Requirements

The Company has complied with the mandatory requirements of the Corporate Governance as per Listing Regulations during the year under review:

With regard to the non-mandatory requirements the Company has complied to the extent stated below:

- Shareholder rights: Quarterly financial results are published in leading newspapers, viz. The Business Line (English) and vernacular – Eenadu, and Andhra Jyothi. The audited results for the financial year are approved by the Board and then communicated to the members through the Annual Report and also published in the newspapers.
- Modified opinion(s) in Annual Report: The financial statements for the financial year ended March 31, 2022, were with unmodified audit opinion.
- Other Non-Mandatory Requirements: At present, other discretionary requirements have not been adopted by the Company

12. Disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 are as follows: The Company has complied with all the relevant corporate governance requirements stipulated in the Listing Regulations.

13. During the year under review, the Company had not raised any money from public issue, rights issue, preferential issue or any other issues.

14. Compliance with Corporate Governance

The quarterly compliance report has been submitted to the stock exchanges where the Company's equity shares are listed in the requisite format duly signed by the Company Secretary. Pursuant to Schedule V of the Listing Regulations, the Practicing Company Secretary's Certificate regarding compliance with conditions of Corporate Governance is annexed to this report as **Annexure D**.

15. Additional Shareholders' Information: The chapter on Additional Shareholders' Information is annexed to this report as **Annexure E**.

For and on behalf of the Board of Directors

Place: Hyderabad

Date: May 20, 2022

Jayadev Galla

Chairman, Managing Director & CEO



Annexure A:

Declaration on Code of Conduct

This is to confirm that the Board has laid down a code of conduct for all the Board Members and Senior Management Personnel of the Company. The code of conduct has also been posted on the website of the Company.

It is further confirmed that all Directors and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended on March 31, 2022, as envisaged in Regulation 26(3) of Listing Regulations.

For and on behalf of the Board of Directors

Jayadev Galla

Chairman, Managing Director & CEO

Place: Hyderabad

Date: May 20, 2022

Annexure B:

CEO and CFO Certificate to the Board pursuant to Regulation 17 (8) of the Listing Regulations

We, Jayadev Galla, Managing Director & CEO and Y Delli Babu, Chief Financial Officer to the best of our knowledge and belief, hereby certify that:

- A. We have reviewed the financial statements including the cash flow statement (standalone and consolidated) for the financial year ended March 31, 2022, and these statements:
 - i. do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
 - ii. together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations
- B. There are no transactions entered into by the company during the year, which are fraudulent, illegal or violate the company's code of business conduct.
- C. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to address these deficiencies.
- D. We have disclosed, wherever applicable, to the auditors and the audit committee:
 - i. that there are no significant changes in internal control over financial reporting during the year;
 - ii. all significant changes in the accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
 - iii. that there are no instances of significant fraud of which we have become aware of and involvement therein of the management or an employee having a significant role in the company's internal control system over financial reporting.

Jayadev Galla

Chairman, Managing Director & CEO

Y Delli Babu

Chief Financial Officer

Hyderabad, May 20, 2022

**Annexure C:**

Certificate of Non-Disqualification of Directors

Pursuant to Regulation 34 (3) read with Schedule V Para-C Sub clause (10) (i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

The Members

AMARA RAJA BATTERIES LIMITED

CIN: L31402AP1985PLC005305
Renigunta- Cuddapah Road,
Karakambadi, Tirupati,
Andhra Pradesh- 517520

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of AMARA RAJA BATTERIES LIMITED (CIN: L31402AP1985PLC005305) having its Registered Office at Renigunta- Cuddapah Road, Karakambadi, Tirupati, Andhra Pradesh - 517520 (hereinafter referred to as "The Company") produced before us by the Company for the purpose of issuing this certificate, in accordance with Regulation 34 (3) read with Schedule V Part-C Sub clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

In our opinion and to the best of our knowledge and according to the verifications (including Director Identification Number (DIN) Status at the portal www.mca.gov.in) and based on such examination as well as information and explanations furnished to us, which to the best of our knowledge and belief were necessary for the purpose of issue of this certificate and based on such verification as considered necessary, we hereby certify that none of the Directors as stated below on the Board of the Company as on 31st March 2022 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India /Ministry of Corporate Affairs or any such other statutory authority.

S. NO	DIN	NAME OF THE DIRECTOR	DESIGNATION	DATE OF APPOINTMENT
1.	00143610	Jayadev Galla	Executive Director – Chairman – Managing Director& CEO	01/09/2015
2.	07311410	Harshavardhana Gourineni	Whole Time Director	12/06/2021
3.	03167659	Vikramadithya Gourineni	Whole Time Director	12/06/2021
4.	00025063	N Sri Vishnu Raju	Non-Executive - Independent Director	14/08/2008
5.	01143563	T R Narayanaswamy	Non-Executive - Independent Director	01/06/2009
6.	00185929	Bhairavi Tushar Jani	Non-Executive - Independent Director	28/03/2015
7.	01810872	Annush Ramasamy	Non-Executive - Independent Director	12/06/2021

Ensuring the eligibility of, for the appointment/ continuity of, every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**FOR R SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES**

CS R SRIDHARAN

FCS NO. 4775
CP NO. 3239
PR NO.657/2020
UIN: S2003TN063400
UDIN: F004775D000332181

Place: Chennai
Date : 20th MAY, 2022

Annexure D:

Corporate Governance Certificate

The Members

Amara Raja Batteries Limited

Renigunta Cuddapah Road,
Karakambadi,
Tirupati – 517520.

We have examined, documents, books, papers, minutes, forms and returns filed and other relevant records maintained by **Amara Raja Batteries Limited, (CIN: L31402AP1985PLC005305)** [herein after referred as "the Company"] having its Registered Office at Renigunta Cuddapah Road, Karakambadi, Tirupati – 517520, for the purpose of certifying compliance of the conditions of Corporate Governance under Regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V and Regulation 34 (3) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (hereinafter called "SEBI (LODR) Regulations 2015") for the financial year ended 31st March, 2022. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and on the basis of our examination of the records produced, explanations and information furnished, we certify that the Company has complied regarding the conditions of Corporate Governance as stipulated under the SEBI (LODR) Regulations 2015 for the financial year ended 31st March, 2022.

This Certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**FOR R SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES**

CS R SRIDHARAN

FCS NO. 4775
CP NO. 3239
PR NO.657/2020
UIN: S2003TN063400
UDIN: F004775D000332146

Place: Chennai
Date : 20th MAY, 2022



Annexure E:

Additional Shareholders' Information

1. General Information to Shareholders

Name of the Company	Amara Raja Batteries Limited	
Address	Registered Office:	Renigunta - Cuddapah Road, Karakambadi, Tirupati, Andhra Pradesh - 517 520 Tel: 91 877 226 5000; Fax: 91 877 228 5600
	Corporate Office (Correspondence Address for Shareholders):	Terminal A, 1-18/1/AMR/NR, Nanakramguda, Gachibowli, Hyderabad, Telangana - 500 032 Tel: 91 40 2313 9000; Fax: 91 40 2313 9001
Corporate Identification Number (CIN)	L31402AP1985PLC005305	
Website	www.amararajabatteries.com	
E-Mail ID	investorservices@amararaja.com	
Compliance Officer	Mr. Vikas Sabharwal, Company Secretary and Compliance Officer Tel: 91 40 2313 9000; Fax: 91 40 2313 9001; E-mail Id : vsl@amararaja.com	
IEPF Nodal Officers	Nodal Officer: Mr. Vikas Sabharwal, Company Secretary and Compliance Officer, E-mail Id: vsl@amararaja.com Deputy Nodal Officer: Mr. Naresh Miryala, Deputy Company Secretary, E-mail Id: nkm2@amararaja.com	
Details of 37th Annual General Meeting	Date of Meeting : Saturday, August 6, 2022 Time of Meeting : 2:30 PM (IST) Onwards Place of Meeting : Deemed Venue – Registered office of the Company Mode of Meeting : Through OAVM (e-Mode) 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(s). 02/2021 dated January 13, 2021, 02/2022 dated May 05, 2022, 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, and Circular No SEBI/HO/CMD/CMD2/CIR/P/2022/62 dated May 13, 2022, permitted the holding of the 37 th Annual General Meeting (AGM) through Video Conference (VC) or Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue.	
E-Voting Dates	Cut-off (for determining shareholders eligible for e-voting) : Saturday, July 30, 2022 E-Voting Start Date : Tuesday, August 2, 2022 (At 9:00 AM) E-Voting End Date : Friday, August 5, 2022 (At 5:00 PM)	
Book Closure Dates	The dates of book closure are from Sunday, July 31, 2022 to Saturday, August 6, 2022 , (both days inclusive) for the purpose of payment of the final dividend for FY 2021-22 and the 37 th Annual General Meeting.	

Name of the Company	Amara Raja Batteries Limited
Dividend Policy	Dividends, other than interim dividend(s), are to be declared at the Annual General Meeting(s) based on the recommendation of the Board of Directors. As required under Regulation 43A of the Listing Regulations, the Board of Directors at its meeting held on 15 th May, 2019 had adopted a revised policy Listing for distributing dividends up to 30% of the profit after tax (PAT). Accordingly, every year the Company would pay a dividend amount up to 30% of the profit after tax (PAT) to all the eligible shareholders.
Dividend Details for FY 2021-22	Final Dividend for FY 2021-22 Rate : ₹0.50/- per equity share of ₹1 each (50%) Date of Approval : Saturday, August 6, 2022, Subject to the approval of Members at 37 th Annual General Meeting Dividend payment date : On or before September 4, 2022 Cut of Date for Dividend : Saturday, July 30, 2022 To 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 Saturday, July 30, 2022, and in case of shares held in dematerialised form to the beneficiaries as of the close of business hours on Saturday, July 30, 2022, as per details furnished by the depositories for this purpose. Interim Dividend for FY 2021-22 Rate : ₹4 per equity share of ₹1 each (400%) Date of Approval : November 12, 2021 Dividend payment date : December 10, 2021
Listing Details and Listing Fee	National Stock Exchange of India Limited (NSE) : AMARAJABAT – EQ (Script Code) BSE Limited (BSE) : 500008 (Script Code) The listing fees for the listing of equity shares of the Company have been paid for FY 2021-22 & FY 2022-23 to both NSE and BSE.
International Securities Identification Number (ISIN)	INE885A01032 (ISIN number for equity shares of ₹1 each) ISIN is a unique identification number of a traded scrip. This number has to be quoted in each transaction relating to the dematerialized securities of the Company.
Registrar and Share Transfer Agent (RTA)	For shares related matters, the shareholders are requested to correspond with the RTA of the Company quoting their Folio Number or a client ID and DP ID at the following address: Unit : Amara Raja Batteries Limited Name of the RTA : Cameo Corporate Services Limited Contact person : Mr. P. Muralidharan, Joint Manager Address : V Floor, Subramanian Building, No.1, Club House Road, Chennai - 600002 Tel : 91 44 28460390 Fax : 91 44 28460129 E-mail id : investor@cameoindia.com Website : www.cameoindia.com
Credit Ratings	Name of the Rating Agency : CRISIL Long Term Rating : CRISIL AA+/Stable (Reaffirmed) Short Term Rating : CRISIL A1+ (Reaffirmed) No other debt instruments or any fixed deposit program or any scheme or proposal for mobilization of funds were issued or undertaken by the Company during the financial year.
Outstanding Warrants or any convertible instruments, conversion date and likely impact on equity	The Company has not issued any GDR/ ADR/Warrants and convertible instruments.



Name of the Company	Amara Raja Batteries Limited
Nomination Facility	Shareholders holding physical shares may, if they so desire, send their nominations in form SH-13 under Companies (Share Capital and Debentures) Rules, 2015, as amended, to the RTA of the Company. Further, shareholders may cancel/vary their nomination already made, in form SH-14 by sending it to the RTA. Those holding shares in dematerialized form may contact their respective depository participant (DP) to avail the nomination facility.
Shareholders Forms	Forms for shareholders holding physical shares can be downloaded from https://www.amararajabatteries.com/Investors/downloads
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 2021-22, 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, August 2, 2022 (5:00 PM) IST. Such information sought or questions by the members shall be furnished or replied by the Company suitably.
National Electronic Clearing Service (NECS) Facility for remittance of Dividend electronically	The company provides the facility for the remittance of dividends to shareholders through NECS. Under this facility, shareholders can receive dividends electronically by way of direct credit to their bank account. With this service, problems such as loss of dividend warrants during postal transit/fraudulent encashment are avoided. This also expedites the credit of dividends directly to the shareholder's account as compared to the payment through a physical dividend warrant. Shareholders are advised to write to RTA or Company for any further details on how to avail this facility.
Plant Locations	<p>(a) 4 Wheeler Battery Plant: Renigunta - Cuddapah Road, Karakambadi, Tirupati, Chittoor District Andhra Pradesh - 517520, India</p> <p>(b) LVRLA Battery Plant: Renigunta - Cuddapah Road, Karakambadi, Tirupati, Chittoor District Andhra Pradesh - 517520, India</p> <p>(c) 2 Wheeler Battery Plant: Renigunta - Cuddapah Road, Karakambadi, Tirupati, Chittoor District Andhra Pradesh - 517520, India.</p> <p>(d) 4 Wheeler Battery Plant: Nunegundlapalle Village, Bangarupalayam Mandal, Chittoor District, Andhra Pradesh 517 416</p> <p>(e) MVRLA Battery Plant: Nunegundlapalle Village, Bangarupalayam Mandal, Chittoor District, Andhra Pradesh 517 416</p> <p>(f) Tubular Battery Plant: Nunegundlapalle Village, Bangarupalayam Mandal, Chittoor District, Andhra Pradesh 517 416</p> <p>(g) 2 Wheeler Battery Plant: Nunegundlapalle Village, Bangarupalayam Mandal, Chittoor District, Andhra Pradesh 517 416</p>

2. Last three Annual General Meeting(s)

The details of date/time and venue and the special resolution(s) passed at the last three Annual General Meetings are given below:

For the Financial year	Venue	Day, date and time	Special Resolution(s)
2020-21	Through Video Conferencing / Other Audio-Visual Means (Deemed venue of the meeting: Renigunta-Cuddapah Road, Karakambadi Tirupati, Andhra Pradesh - 517 520)	Saturday, August 14, 2021 at 3:00 P.M.	<ul style="list-style-type: none"> Special resolution was passed to approve the appointment of Mr. Harshavardhana Gourineni (DIN 07311410) as an Executive Director and fix his remuneration Special resolution was passed to approve the appointment of Mr. Vikramadithya Gourineni (DIN 03167659) as an Executive Director and fix his remuneration Special resolution was passed to amend the main objects clause of the Memorandum of Association of the Company
2019-20	Through Video Conferencing / Other Audio-Visual Means (Deemed venue of the meeting: Renigunta-Cuddapah Road, Karakambadi Tirupati, Andhra Pradesh - 517 520)	Friday, August 7, 2020 at 10:30 A.M. IST	<ul style="list-style-type: none"> Special resolution was passed to approve the re-appointment of Dr. Ramachandra N Galla (DIN : 00133761) as a Director of the Company. Special resolution was passed to approve the re-appointment of Ms. Bhairavi Tushar Jani (DIN: 00185929) as an Independent Director for a second term. Special resolution was passed to approve the re-appointment of Mr. Jayadev Galla (DIN: 00143610) as Vice Chairman and Managing Director and fix his remuneration. Special resolution was passed to approve payment of Commission to Dr. Ramachandra N Galla (DIN: 00133761) @ 3% of the net profits of the Company for financial year 2020-21.
2018-19	Auditorium situated at the Registered Office i.e Renigunta-Cuddapah Road Karakambadi Tirupati, Andhra Pradesh - 517 520	Saturday, July 20, 2019 at 12:00 noon	<ul style="list-style-type: none"> Special resolution was passed to approve the re-appointment of Dr. Ramachandra N Galla (DIN : 00133761) as a Director of the Company. Special resolution was passed to approve payment of Commission to Dr. Ramachandra N Galla (DIN: 00133761) @ 3% of the net profits of the Company for each of the financial years 2018-19 and 2019-20. Special resolution was passed to approve payment of Commission to Non-Executive Independent Director(s) such commission not exceeding 1% of the net profits of the Company for each of the financial years from 2018-19 and 2023-24. Special resolution was passed to approve payment of remuneration to Mr. Jayadev Galla (DIN: 00143610) @ 5% of the net profits of the Company for remaining tenure of his appointment. Special resolution was passed to appoint Mr. N Sri Vishnu Raju (DIN: 00025063) as an independent director for a second term. Special resolution was passed to appoint Mr. T R Narayanaswamy (DIN: 01143563) as an independent director for a second term.



3. Postal Ballot during the last three years: Details of Postal Ballot conducted during the last three years is as below and There is no proposal to conduct a postal ballot for any matter in the ensuing annual general meeting.

Year	No of Postal Ballots conducted	Details of Resolution and Voting pattern																														
FY 2021-22	Nil																															
FY 2020-21	One (April 30, 2020)	<p>Business Transacted:</p> <p>(a) Special Resolution: Alteration of Articles of Association of the Company</p> <p>Voting Details</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>No.</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Votes cast in favour</td> <td>9,13,14,999</td> <td>99.77</td> </tr> <tr> <td>Votes cast against</td> <td>2,14,286</td> <td>0.23</td> </tr> <tr> <td>Total Valid Votes</td> <td>9,15,29,285</td> <td>100.00</td> </tr> <tr> <td>Invalid Votes</td> <td>-</td> <td>-</td> </tr> </tbody> </table> <p>(b) Ordinary resolution to de-classify M/s. Johnson Controls (Mauritius) Private Limited as Promoter of the Company</p> <p>Voting Details</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>No.</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Votes cast in favour</td> <td>9,15,28,972</td> <td>99.99</td> </tr> <tr> <td>Votes cast against</td> <td>313</td> <td>0.01</td> </tr> <tr> <td>Total Valid Votes</td> <td>9,15,29,285</td> <td>100.00</td> </tr> <tr> <td>Invalid Votes</td> <td>-</td> <td>-</td> </tr> </tbody> </table> <p>The shareholders approved the said resolution(s) with the requisite majority on April 30, 2020, and the results were declared on May 2, 2020.</p> <p>Mr. V Suresh, Practising Company Secretary was appointed as Scrutinizer for conducting voting through remote e-voting, and postal ballot forms, in a fair and transparent manner.</p>	Particulars	No.	%	Votes cast in favour	9,13,14,999	99.77	Votes cast against	2,14,286	0.23	Total Valid Votes	9,15,29,285	100.00	Invalid Votes	-	-	Particulars	No.	%	Votes cast in favour	9,15,28,972	99.99	Votes cast against	313	0.01	Total Valid Votes	9,15,29,285	100.00	Invalid Votes	-	-
Particulars	No.	%																														
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Invalid Votes	-	-																														
FY 2019-20	Nil																															

Procedure for postal ballot

In compliance with the Listing Regulations and Sections 108, 110 and other applicable provisions of the Act, read with applicable Rules made thereunder, the Company provides an e-voting facility to all its shareholders, to enable them to cast their votes electronically. The Company engages the services of NSDL for the purpose of providing an e-voting facility to all its shareholders. The shareholders have the option to vote either by postal ballot or e-voting.

The Company dispatches the notice of postal ballot and forms along with a self-addressed business reply envelope to its shareholders whose names appear on the register of members/list of beneficiaries as on a cut-off date. The postal ballot notice is sent to the shareholders in the electronic form to the e-mail IDs registered with the DPs/RTA.

The voting rights are reckoned on the paid-up value of the shares registered in the names of the shareholders as of the cut-off date. Shareholders desiring to exercise their votes by physical postal ballot forms are requested to return the forms duly completed and signed, to the scrutinizer on or before the closing of the voting period.

Shareholders desiring to exercise their votes by electronic mode are requested to vote before the close of business hours on the last day of e-voting. The last date specified by the Company for receipt of duly completed postal ballot forms or e-voting is deemed to be the date of passing of the resolution.

The Scrutinizer submits his report to the chairman of the Board of Directors or any person authorized by him, after the completion of scrutiny, and the consolidated results of the voting by postal ballot are then announced. The results are also displayed on the website of the Company i.e www.amararajabatteries.com besides being communicated to the stock exchanges and NSDL.

4. Financial Calendar

The tentative calendar for the declaration of financial results of FY 2022-23

For the quarter ending June 30, 2022	Second week of August 2022
For the quarter and half year ending September 30, 2022	Second week of November 2022
For the quarter and nine months ending December 31, 2022	Second week of February 2023
For the quarter and year ending March 31, 2023	Third week of May 2023
Annual General Meeting for FY 2022-23	Second week of August 2023

5. Shareholding pattern as of March 31, 2022

The shareholding pattern classified on the basis of category and distribution of ownership respectively is given below:

a. Distribution of shareholding on basis of category:

Category	As on March 31, 2022		As on March 31, 2021		% change
	No. of Shares held	%	No. of Shares held	%	
Promoters holding					
Individuals	-	-	-	-	-
Companies	479,32,452	28.06	479,32,452	28.06	0.00
Sub Total	479,32,452	28.06	479,32,452	28.06	0.00
Indian Institution(s) and Govt. holding					
Mutual Funds	48,63,558	2.85	1,00,06,600	5.86	(3.01)
Alternate Investment Funds	1,42,250	0.08	1,77,397	0.10	(0.02)
Banks /Financial Institutions	1,37,22,406	8.03	94,72,275	5.55	2.49
Foreign Portfolio Investor	3,09,10,211	18.10	3,64,45,625	21.34	(3.24)
Insurance Companies	7,10,400	0.42	19,38,574	1.13	(0.72)
State Government/Central Government	0	0.00	0	0.00	0.00
Sub Total	5,03,48,825	29.48	5,80,40,471	33.98	(4.50)
Indian Public	3,74,19,704	21.91	147,15,153	8.61	13.29
Overseas Body Corporate	2,39,13,750	14.00	4,09,95,000	24.00	(10.00)
Bodies Corporate	23,42,635	1.37	17,78,452	1.04	0.33
Foreign Institutional Investors	1,500	0.00	0	0	0.00
Non Resident Indians	65,89,539	3.86	59,07,766	3.46	0.40
Foreign Portfolio Investor (Individual) Category III	661	0.00	300	0.00	0.00
Clearing members	6,80,095	0.40	3,51,797	0.21	0.19
Employees	46,102	0.03	0	0.00	0.03
Hindu Undivided Family	7,66,661	0.44	2,99,065	0.18	0.27
Investor Education Provident Fund	7,14,928	0.42	7,34,425	0.43	(0.01)
Others	55,648	0.03	57,619	0.03	0.00
Sub Total	7,25,31,223	42.46	6,48,39,577	37.96	4.50
Total	17,08,12,500	100.00	17,08,12,500	100.00	0.00



b. Distribution of shareholding on basis of ownership as of March 31, 2022:

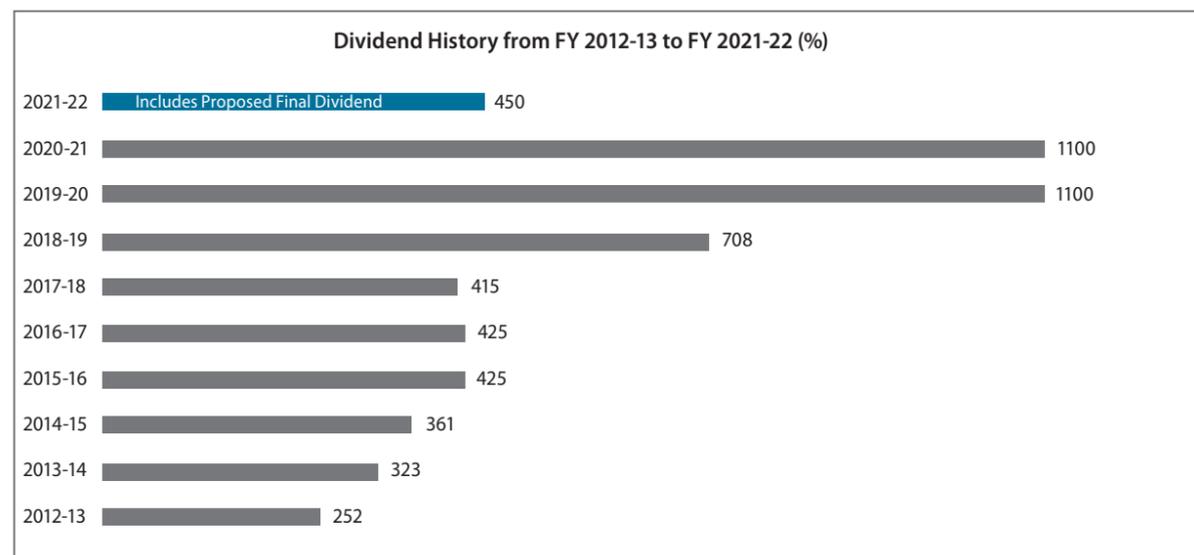
No. of shares held	No. of shareholders	% to no. of shareholders	No. of shares held	% to total shares
1 – 100	4,93,048	89.24	1,17,25,456	6.86
101 – 500	49,203	8.91	1,05,52,254	6.18
501 – 1000	5,568	1.01	42,49,766	2.49
1001 – 2000	2,843	0.51	41,35,028	2.42
2001 – 3000	776	0.14	20,43,472	1.20
3001 – 4000	211	0.04	7,42,526	0.43
4001 – 5000	217	0.04	10,02,192	0.59
5001 – 10000	320	0.06	23,29,996	1.36
10001 and above	288	0.05	13,40,31,810	78.47
Total	552,474	100.00	17,08,12,500	100.00

6. Name of the persons who hold more than 1% of equity shares of the Company as of March 31, 2022

Name of the shareholder	No. of shares held	%
RNGalla Family Private Limited	4,79,32,452	28.06
Clarios ARBL Holding LP	2,39,13,750	14.00
Nalanda India Equity Fund Limited	1,68,80,938	9.88
Life Insurance Corporation of India	1,23,54,916	7.23
Vanguard Emerging Markets Stock Index Fund, a series of vanguard international Equity index funds	17,45,940	1.02

7. Dividend History

The following graph shows the dividend history (Final & Interim) of the company from FY 2012-13 to FY 2021-22. This chart is inclusive of the proposed dividend at the 37th Annual General Meeting.



8. Old share certificates with face value of ₹10 and ₹2 are no longer valid

During the year 2007-08, the Company sub-divided the face value of its equity shares from ₹10 to ₹2 and further during the year 2012-13, the Company further sub-divided the face value of its equity shares from ₹2 to ₹1. Hence, the old share certificates with a face value of ₹10 and ₹2 are no longer valid.

The shareholders who are still holding the share with face value of ₹10 and ₹2, are requested to submit those share certificates along with their demat account details including client master list, either to the company or to the RTA. On receipt and subject to verification of these share certificate(s) and submission of additional documents, as may be required, the shares will get credited to the demat account of the shareholders or will inform the shareholders of the process to claim the shares from Investor Education and Protection Fund Authority (IEPFA), in case the shares were transferred to IEPFA.

9. Share Transfer System

All queries and requests relating to share transfers/transmissions may be addressed to our RTA. To expedite the process of share transfers, the Company secretary has been delegated the power to attend to the share transfer formalities at regular intervals.

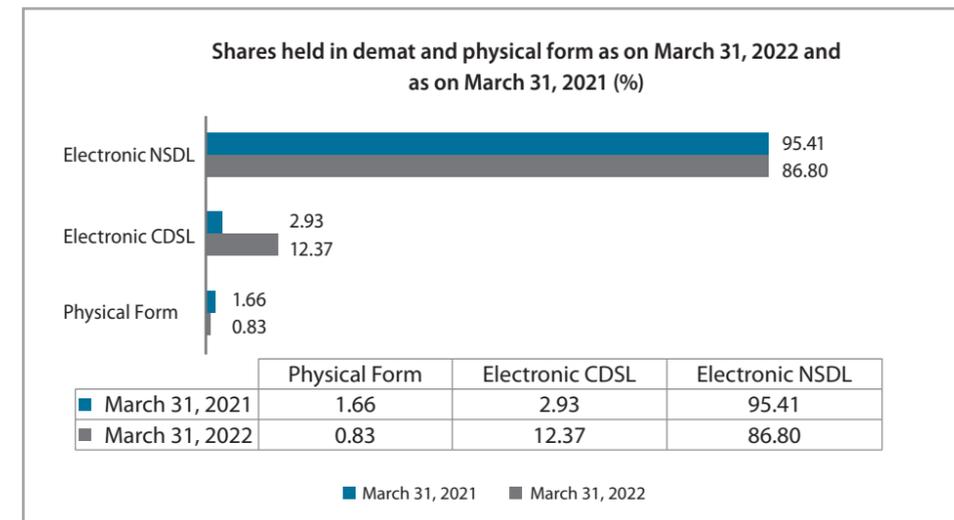
Pursuant to Regulation 40 of Listing Regulations, as amended vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 shareholders may please note that w.e.f. April 1, 2019, transfer of shares (except transmission and transposition of shares) will be in dematerialised form only. Therefore, the shareholders are requested to dematerialize their shares for their own benefit.

Accordingly, shareholders are requested to note that effective from April 1, 2019, no share transfers in physical form shall be processed or accepted by the Company or Registrar and Share Transfer Agent.

10. Dematerialisation

To facilitate easy access of the dematerialized system to the investors, the Company have signed up with both the depositories in India — the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and have established connectivity with the depositories through our RTA. The dematerialization of shares is done through RTA and the dematerialization process is generally completed within 21 days from the date of receipt of a valid dematerialization request along with the relevant documents.

The following Chart gives the breakup of dematerialized shares and shares in physical form as on March 31, 2022 compared with March 31, 2021:





11. Transfer of unclaimed dividend and underlying shares to Investor Education and Protection Fund (IEPF)

During the year under review, in terms of Section 124 (5) of the Act, an amount of ₹38,27,844/- being unclaimed final dividend pertaining to the financial year 2013-14 was transferred to IEPF on September 22, 2021.

Further, during the year under review, the Company after sending required notices the shareholders and news paper publications, transferred 9083 equity shares of ₹1 each to the IEPF Authority.

Members who have not yet encashed their final dividend from the financial year 2014-15 onwards are requested to make their claims without any delay to Cameo Corporate Services Limited, Registrar and Share Transfer Agent (RTA) of the Company for claiming the unclaimed/unpaid dividends. The following table gives information relating to due dates for the transfer of unclaimed/unpaid dividends to IEPF:

Financial Year	Type of payment	Date of Declaration	Unclaimed dividend as on March 31, 2022 (₹)	Due Date of Transfer to IEPF
2014-15	Final Dividend	August 14, 2015	41,24,656.04	September 19, 2022
2015-16	Interim Dividend	March 15, 2016	47,91,263.00	April 20, 2023
2016-17	Final Dividend	August 07, 2017	50,35,633.75	September 12, 2024
2017-18	Interim Dividend	November 09, 2017	23,65,928.00	December 15, 2024
2017-18	Final Dividend	August 11, 2018	11,25,623.90	September 16, 2025
2018-19	Interim Dividend	November 9, 2018	31,52,360.00	December 15, 2025
2018-19	Final Dividend	July 20, 2019	21,90,521.40	August 25, 2026
2019-20	I Interim Dividend	November 9, 2019	27,08,226.00	December 15, 2026
2019-20	II Interim Dividend	March 9, 2020	25,16,840.00	April 14, 2027
2020-21	Interim Dividend	February 13, 2021	19,87,146.00	March 21, 2028
2020-21	Final Dividend	August 14, 2021	25,70,896.00	September 13, 2029
2021-22	Interim Dividend	November 12, 2021	39,15,654.00	December 11, 2029

As required under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (IEPF Rules) the Company uploaded on its website www.amararajabatteries.com the particulars of unclaimed dividend as of March 31, 2021, with information containing the names, addresses of the person entitled to receive the amount, nature of amount, the due date for transfer to IEPF and such other information as required by the IEPF Rules. The same is also available on the IEPF's website www.iepf.gov.in

All shareholders, whose dividend remains unpaid/ unclaimed, are requested to refer to the same on the Company's website or on www.iepf.gov.in and lodge their claim to RTA by submitting an application in writing and supported by a deed of indemnity immediately.

All shareholders whose shares, unclaimed dividend etc. has been transferred to IEPF, are requested to claim the same from the IEPF Authority by submitting an online application in Form IEPF-5 available on the website of Investor Education and Protection Fund at www.iepf.gov.in/IEPFA/refund.html

12. Disclosures with respect to unclaimed suspense account:

The following is the reconciliation of the unclaimed shares in the "Amara Raja Batteries Limited -Unclaimed Suspense Account" (suspense account).

Particulars	Number of Shareholders	Number of equity shares
Aggregate number of equity shareholders and the outstanding shares of ₹1 each in the suspense account lying as on April 1, 2021	22	53250
Number of equity shareholders who approached the Company for transfer of shares of ₹1 each from the suspense account	Nil	Nil
Number of equity shareholders to whom shares were transferred from suspense account during the year	Nil	Nil
Number of equity shareholders whose shares were transferred to Investor Education and Protection Fund (IEPF) during the year	Nil	Nil
Aggregate number of equity shareholders and the outstanding shares of ₹1 each in the suspense account lying as on March 31, 2022	22	53250

All corporate benefits that accrue on these shares such as bonus shares, split, etc., shall also be credited to the Unclaimed Suspense Account. The voting rights on the shares outstanding in the Suspense account shall remain frozen till a claim from the rightful owner of such shares is received.

13. Stock Data

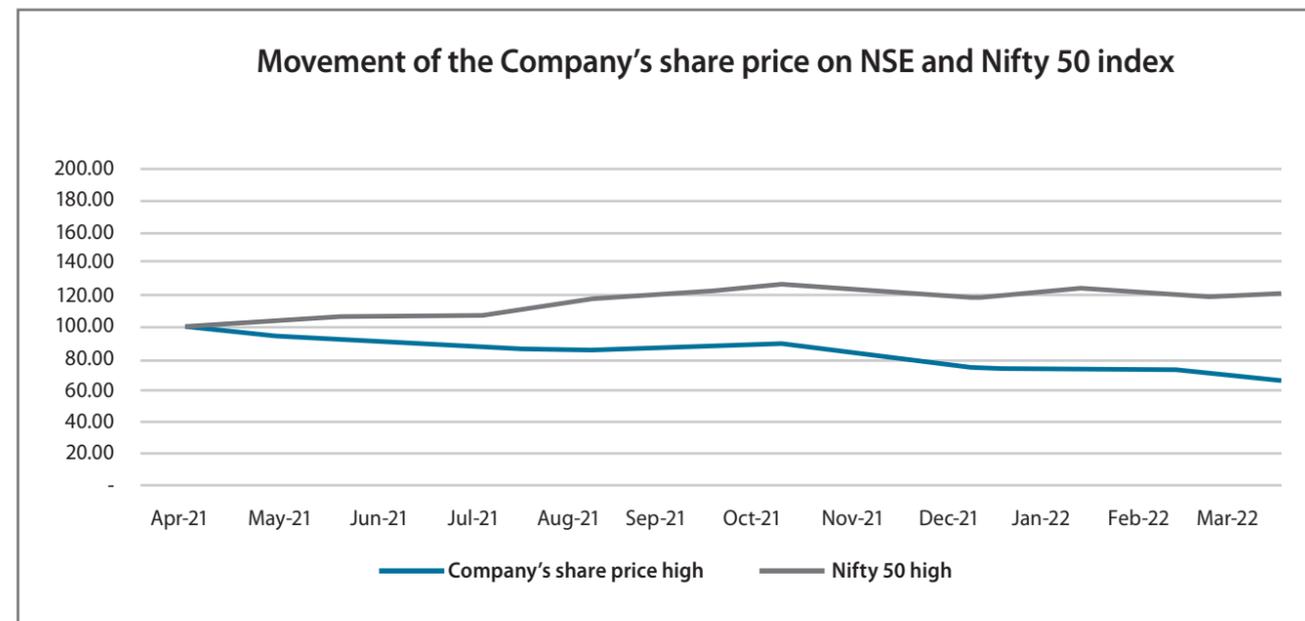
a. High, Low prices (based on WAP) of the Company's shares traded on NSE and BSE and performance of Nifty 50 and BSE Sensex during the period from April 1, 2021, to March 31, 2022, are furnished below:

Month	BSE		SENSEX		NSE		NIFTY 50	
	High (₹)	Low (₹)	High	Low	High (₹)	Low (₹)	High	Low
Apr-21	859.92	793.38	50,029.83	47,705.80	860.34	794.42	14,894.90	14,296.40
May-21	800.27	737.98	51,937.44	48,253.51	801.86	737.92	15,582.80	14,496.50
Jun-21	780.68	739.64	52,925.04	51,849.48	780.53	739.97	15,869.25	15,574.85
Jul-21	750.02	699.88	53,158.85	52,198.51	749.98	700.02	15,924.20	15,632.10
Aug-21	732.38	672.48	57,552.39	52,950.63	732.73	672.79	17,132.20	15,885.15
Sept-21	763.04	707.62	60,077.88	57,338.21	762.48	707.63	17,855.10	17,076.25
Oct-21	773.12	681.47	61,765.59	58,765.58	774.02	683.87	18,477.05	17,532.05
Nov-21	708.51	615.27	60,718.71	57,064.87	708.28	615.48	18,109.45	16,983.20
Dec-21	644.97	594.82	58,807.13	55,822.01	645.18	594.32	17,516.85	16,614.20
Jan-22	657.41	598.12	61,308.91	57,200.23	657.55	597.99	18,308.10	17,101.95
Feb-22	638.64	539.85	59,558.33	54,529.91	638.87	539.14	17,780.00	16,247.95
Mar-22	584.95	537.48	58,683.99	52,842.75	583.96	537.67	17,498.25	15,863.15



Performance of the Company's share price vis-à-vis-Nifty 50

A comparative line chart showing performance of share price (WAP high) of the Company on NSE with NSE Nifty 50 (closing high) during the financial year 2021-22.



Notes: All values are indexed to 100 as on April 1, 2021.

- Disclosure on legal proceedings pertaining to shares: There is no pending case relating to disputes over the title of the shares of the company, in which the company has been made a party.
- Information on Memorandum and Articles of Association: The company's memorandum and articles of association are available on its website <https://www.amararajabatteries.com/Investors/downloads>

Annexure IV

BUSINESS REPOSNSIBILITY REPORT

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

- Corporate Identity Number (CIN) of the Company: L31402AP1985PLC005305
- Name of the Company: Amara Raja Batteries Limited
- Registered address: Renignuta-Cuddapah Road, Karakambadi, Tirupati, Andhra Pradesh - 517520
- Website: www.amararajabatteries.com
- E-mail id: investorservices@amararaja.com
- Financial Year reported: March 31, 2022
- Sector(s) that the Company is engaged in (industrial activity code-wise): Group 272* - Manufacture of batteries and accumulators
*As per National Industrial Classification – Ministry of Statistics and Programme Implementation
Batteries for Automotive and Industrial Application(s).
- List three key products/services that the Company manufactures/provides (as in balance sheet)
- Total number of locations where business activity is undertaken by the Company
 - Number of International Locations: Nil
 - Number of National Locations:

Plant Locations:

 - Renigunta - Cuddapah Road, Karakambadi, Tirupati Andhra Pradesh-517 520
 - Nunegundlapalle Village Bangarupalayam Mandal, Chittoor District Andhra Pradesh-517 416

Distribution Network:
Present across PAN India through franchisees and dealers. National & International (44 countries)
- Markets served by the Company – Local/ State/ National/International

SECTION B: FINANCIAL DETAILS OF THE COMPANY

- Paid up Capital (INR): ₹17.08 crores
- Total Turnover (INR): ₹8,695.82 crores
- Total profit after taxes (INR): ₹511.25 crores
- Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%): The Company's total spending on CSR for the year ended March 31, 2022 was ₹16.43 crores which is 3.21 % of the profit after tax.
- List of activities in which expenditure in 4 above has been incurred: Please refer Annexure V to Board's Report for CSR related information and also CSR section in the annual report.



SECTION C: OTHER DETAILS

- Does the Company have any Subsidiary Company/ Companies? Yes
- Do the Subsidiary Company/ Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s) No
- Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%] The Company has not mandated any supplier, distributor etc., to participate in BR Initiatives of the Company. However, they are encouraged to adopt Business Responsibility initiatives and follow the concept expected of responsible businesses.

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR

(a) Details of the Director/Directors responsible for implementation of the BR policy/policies

DIN Number 00143610
 Name Mr. Jayadev Galla
 Designation Chairman, Managing Director & CEO

(b) Details of the BR head

DIN Number (if applicable) -
 Name Mr. Prashant Tiwari
 Designation Chief Sustainability Officer
 Telephone number 040-23139000
 e-mail id pt1@amararaja.com

2. Principle-wise (as per NVGs) BR Policy/policies

- P1 Business should conduct and govern themselves with Ethics, Transparency and Accountability
- P2 Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
- P3 Businesses should promote the well-being of all employees
- P4 Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized
- P5 Businesses should respect and promote human rights
- P6 Businesses should respect, protect, and make efforts to restore the environment
- P7 Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner
- P8 Businesses should support inclusive growth and equitable development
- P9 Businesses should engage with and provide value to their customers and consumers in a responsible manner

3. Principle-wise (as per NVGs) BR Policy/policies

SI No.	Details of compliance (Reply in Y/N)	P1 Ethics, Transparency and Accountability	P2 Product life cycle sustainability	P3 Employment Well-being	P4 Stakeholders Engagement	P5 Human Rights	P6 Environment	P7 Policy Advocacy	P8 Community Development	P9 Customer Value
1.	Do we have a policy/ policies for....	Yes This forms part of the Code of Conduct of the Company which is applicable to all employees.	Yes Health, Safety and Environment, (HSE) Policy is addressing product life cycle sustainability.	Yes There are various policies for the benefit of the employees which are issued by the Human Resources function of the Company from time to time. The policies include Leave Policy, Road Safety Policy, Group Mediclaim Policy, etc.	Yes Stakeholder engagement is integral part of our CSR policy & the Consumer policy and adequately covered in internal sustainability report.	Yes This forms part of the Code of Conduct of the Company which is applicable to all employees.	Yes This forms part of the Company's HSE Policy.	No	Yes The Company has a CSR Policy.	Yes The Company has a Consumer Policy.
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes	Yes
3.	Does the policy conform to any national / international standards? If yes, specify?	Yes The policy is in line with national standards	Yes The policy is in line with national standards	Yes The policy is in line with national standards	Yes The policy is in line with national standards	Yes The policy is in line with national standards	Yes The policy is in line with national standards	NA	Yes The policy is in line with national standards	Yes The policy is in line with national standards
4.	Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Code of Conduct comprising of these principles has been approved by the Board	Environment policy is approved by CEO	HR Policies are approved by President-HR. The Executive Committee comprising of senior management and relevant stakeholders are engaged in framing/ modification of HR policies.	Statutory policies are placed before the Board for consideration and approval. All other policies are approved by Managing Director	Statutory policies are placed before the Board for consideration and approval. All other policies are approved by Managing Director	Environment policy is approved by CEO	NA	CSR Policy is approved by the Board.	Statutory policies are placed before the Board for consideration and approval. All other policies are approved by Managing Director



SI No.	Details of compliance (Reply in Y/N)	P1 Ethics, Transparency and Accountability	P2 Product life cycle sustainability	P3 Employment Well-being	P4 Stakeholders Engagement	P5 Human Rights	P6 Environment	P7 Policy Advocacy	P8 Community Development	P9 Customer Value
5.	Does the company have a specified committee of the Board/Director/ Official to oversee the implementation of the policy?	Yes	The responsibility of the implementation of policies and their review primarily lies with the respective business/function head	The responsibility of the implementation of policies and their review primarily lies with the respective business/function head.	The responsibility of the implementation of policies and their review primarily lies with the respective business/function head	The responsibility of the implementation of policies and their review primarily lies with the respective business/function head	The responsibility of the implementation of policies and their review primarily lies with the respective business/function head	NA	Yes	The responsibility of the implementation of policies and their review primarily lies with the respective business/function head
6.	Indicate the link for the policy to be viewed online?	https://www.amararajabatteries.com/investors/corporate-governance-policies	View restricted to the respective stakeholders	View restricted to the respective stakeholders	View restricted to the respective stakeholders	View restricted to the respective stakeholders	View restricted to the respective stakeholders	NA	https://www.amararajabatteries.com/investors/corporate-governance-policies	View restricted to the respective stakeholders
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes, policies have been communicated to the respective stakeholders	Yes, policies have been communicated to the respective stakeholders	Yes, all policies are placed on the intranet of the Company. New employees are given a formal induction on these policies.	Yes, policies have been communicated to the respective stakeholders	Yes, policies have been communicated to the respective stakeholders	Yes, policies have been communicated to the respective stakeholders	NA	Yes, policies have been communicated to the respective stakeholders	Yes, policies have been communicated to the respective stakeholders
8.	Does the company have in-house structure to implement the policy/policies.	Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes	Yes

SI No.	Details of compliance (Reply in Y/N)	P1 Ethics, Transparency and Accountability	P2 Product life cycle sustainability	P3 Employment Well-being	P4 Stakeholders Engagement	P5 Human Rights	P6 Environment	P7 Policy Advocacy	P8 Community Development	P9 Customer Value
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances pertaining to the policy/policies? or actual violation of the Company's code of conduct.	The whistle blower mechanism provides employees to report any concern or grievances pertaining to any potential violation of the Company's code of conduct.	The quality, marketing, technology and operations departments work together collaboratively to address the issues pertaining to the product life cycle sustainability.	Policy grievances pertaining to employee well-being related concerns are handled by the respective business HR managers. Further an annual communication meet with senior management team is a forum to raise any grievances or concerns of the employees of the Company.	The continuous engagement with the customers, suppliers, channel partners and annual channel partners meet enables the Company to capture and address their concerns and grievances, if any. An investor grievance mechanism is in place to respond to the grievances of the investors.	Policy grievances pertaining to employee well-being related concerns are handled by the respective business HR managers. Further an annual communication meet with senior management team is a forum to raise any grievances or concerns of the employees of the Company.	HSE department conducts regular meetings and resolves all grievances.	NA	NA	The customer complaints mechanism records and addresses the grievances of the customers on product, quality, service, warranty and other related issues
10.	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	The Quality, Safety & Health and Environmental policies are subject to internal and external audits as a part of certification process. Audit observations and suggestions are part of the inputs in revising and improving the processes.								



4. Governance related to BR

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year

The BR performance of the Company is regularly assessed by the Functional Heads along with the Business Leaders on monthly basis. Executive Committee comprising of Senior Management Personnel reviews the same periodically via appointed councils and on need basis.

(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

Yes. The Company publishes BR report annually and the same forms part of annual report, which can be accessed in the Company's website i.e www.amararajabatteries.com

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /Others?

The policy relating to ethics, bribery and corruption extends beyond our Company employees, both permanent and temporary, Directors and also covers the Amara Raja group of Companies.

The Company has adopted a Code of conduct applicable to the Board of Directors and senior management personnel of the Company. The members of the Board of Directors and the members of the Senior Management of the Company are required to affirm on an annual compliance of this code. This Code requires the Directors and senior management personnel of the Company to act honestly, ethically and with integrity. The Code guides the Directors and senior management personnel to conduct themselves in professional, courteous and respectful manner and also to ensure their independent judgement is not impacted.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

The vigil mechanism serves as a mechanism for its Directors and employees to report any genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct. The Company has not received any significant grievances. Regular grievances are captured, investigated and resolved.

Principle 2

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

The Company manufactures batteries catering to requirements of Automotive and Industrial application. The Company is committed to attainment of environmental and economic benefits from efficient use of energy, water and raw materials. The Company is utilising renewable energy sources as part of its commitment towards environment. The Company ensures compliance requirements of the law that relate to products and services, environmental aspects and occupational hazards.

The company designs, develops and supplies products for

1. Renewable energy storage (Green Energy)/BESS
2. Electric Mobility (e-Rickshaw/e-Auto)- Using Li-Ion & Lead acid technologies

3. The batteries manufactured are designed keeping in view the most UPS by optimized size, weight & cost for various applications like UPS, Automotive & Telecom Applications.
4. Further these batteries are designed to ensure Safety during the manufacturing, transportation and as well as usage by the customers/consumers.
5. All the batteries are designed keeping in mind the state of the art Materials, reduced maintenance & longer usage life
6. For each such product, provide Hi-Life batteries with quick rechargeability for Telecom Towers with attractive TCO to save/limit/eliminate diesel Generation & time leading to CO2 Reduction and saving fossil fuels
7. Developed corrosion resistive, weight optimized & enhanced performance products for 2W using advanced manufacturing technology

2. The following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional):

a. Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?

The Company continuously strives to optimize the manufacturing process thereby effectively utilizing/reducing the consumption of the raw materials. The Company has reduced the consumption of lead per battery for various products in both industrial and automotive battery division.

In line with the Company's commitment towards conservation of energy, all its manufacturing units continue with their efforts aimed at improving energy efficiency through innovative measures to has reduce wastage and optimize consumption. The Company is planning to generate clean electrical energy by further commissioning 50MW Solar Project by Q2 FY23. This ensures use of clean energy and also entails power at low cost. The Company undertakes various projects to improve green cover and rainwater harvesting ponds in the manufacturing plants. The increase in green cover would help in keeping the surrounding at a lesser temperature than the surroundings and also helps in reducing the ambient noise levels and air pollution from the operations. Rainwater harvesting ponds would help in improving the groundwater levels.

The Company has installed irreversible electromagnetic water flow meters to monitor water consumption in the plant. This allows us to analyse and identify the consumption of water in different areas, points of concern and accordingly undertake remedial measures in high water consumption areas.

b. Reduction during usage by consumers (energy, water) has been achieved since the previous year?

The Company is committed to develop sustainable energy storage solutions with strong focus on minimising environment footprint during usage and ease recyclability. Our design innovation theme focuses on light weighting, improving corrosion resistance & life, product labelling requirements, improvement in performance & safety to deliver the environment benefits during entire product lifecycle.

3. Does the company have procedures in place for sustainable sourcing (including transportation)?

a. If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

The Company's vision has always been to source the materials through sustainable and quality procurement practices. Over the years, company has been sourcing primary raw materials like Lead, separators from well-established global and local vendor base. Lead acid batteries, being 99% recyclable, the key input, Lead is sourced predominantly from



the secondary producers who recycles the Used Lead Acid Batteries. Also, company has been continually adopting multi-modal transport systems that are sustainable from social, environmental point of view. Conscious efforts are being made to increase the share of transports that leaves less carbon foot print in the future.

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

a. If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company strongly believes that a robust and healthy MSME ecosystem is the backbone of country's economic growth and wellbeing! While believing so, we constantly engage with multiple medium and small scale enterprises in the vicinity of our manufacturing and service operations for sourcing various goods and services. Our Organization closely works with its vendor base, nurtures them and ensures they adopt best business practices and make sure they sustain those practices through regular tracking and audit processes.

5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

Our Company, being a staunch believer in circular economy principles for sustainable growth, has over the years, been constantly sourcing a slice of Lead and Alloys through safe and sustainable Lead recycling practices and through tie ups with local smelting partners. Currently, our company sources close to 25% of our Lead and alloy requirements through recycling and our endeavour is to increase this to considerable levels over the next five years through setting up robust scrap collection mechanisms, reverse logistics operations and our own upcoming captive smelting and refining facilities.

Principle 3

1. Please indicate the Total number of employees

The Company has 9,911 employees as on March 31, 2022.

2. Please indicate the Total number of employees hired on temporary/ contractual/ casual basis.

The Company do not hire or engage employees on contractual or casual basis in the manufacturing plants. However, there are 81 associates on third party rolls and engaged by the Company for field operations.

3. Please indicate the Number of permanent women employees

The Company has 452 permanent women employees and 403 trainees as on March 31, 2022.

4. Please indicate the Number of permanent employees with disabilities

The Company has 19 permanent employees with disabilities and the Company is an Equal Opportunity Employer.

5. Do you have an employee association that is recognized by management

The Company has an employee association recognized by management.

6. What percentage of your permanent employees is members of this recognized employee association?

We follow a unique and matured model of association. There is a single Union that exists, which represents all sections of employees across all locations. This association is run in its true spirit, participated by employees from various sections and the Management. Issues related to employees are discussed and addressed suitably with a macro view of entire organization.

The horizon of collaborative effort of management and association is not just confined to policies, practices and processes, it takes care of reinforcing core values, progressively building culture of institution.

7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1	Child labour/forced labour/ involuntary labour	-	-
2	Sexual harassment	-	-
3	Discriminatory employment	-	-

8. What percentage of your under mentioned employees were given safety and skill up-gradation training in the last year?

a. Permanent Employees	-	30%
b. Permanent Women Employees	-	21%
c. Casual/Temporary/Contractual Employees	-	NA
d. Employees with Disabilities	-	31%

Principle 4

1. Has the company mapped its internal and external stakeholders? Yes/No

Yes

2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders

It part of the processes adopted by the company.

3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

The Company builds a lasting relationship with all the stakeholders, internal and external, through meaningful discussions. This process helps us review the actions, rethink the roadmaps, redress grievances and recognize new venues of growth for all the stakeholders.

The details of engagements platforms for each stakeholders are as follows:

Key Stakeholders	Engagement Platforms
Employees	Intranet, Group Communication Meeting, Company Communication Meeting, Family Day, Foundation Day, Training Programs, Annual health check-ups, celebrations, in-house publications, Open Houses, Notice Boards, Internal Mobile app, Internal Chat bot etc.,
Investors and Shareholders	Quarterly results, Annual Reports, Earnings call, Analyst meet, press releases, website
Society	Rajanna Trust, Krishnadevaraya Educational and Cultural Association (KECA) and regular engagements with Community Leaders.
Customers & Partners	Customers: Regular business meetings, Customer satisfaction survey Franchisees/Channel partners/ Suppliers: Regular business meetings and annual meet



Principle 5

1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

The Company remains committed to respect and protect human rights. The Company's Code of Conduct & Ethics and the HR policies and processes adequately addresses these aspects. The Company does not hire child /forced or involuntary labour. All the employees are treated in a just, fair and equal manner. This practice extends across the Amara Raja Group of Companies and also encourage our business partners periodically to abide by Human Rights Principles.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

All the complaints received were successfully resolved

Principle 6

1. Does the policy relate to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.

The Company has well-defined policies/principles in place relating to Health, Safety and Environment. These policies foster utmost employee safety and wellbeing which not only takes care of the wellness of employees but also the environment. The policy and principles are communicated to the relevant external stakeholders. At present, these policies are applicable to the Company only.

2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.

The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources. In line with the Company's commitment towards conservation of energy, all its manufacturing units continue with their efforts aimed at improving energy efficiency through innovative measures to reduce wastage and optimize consumption. The Company has started to record the emission of Green House Gases as per ISO 14064:2006 and action plan is being arrived at for the reduction of the same.

The Company is planning to generate clean electrical energy by further commissioning 50MW Solar Project by Q2 FY23. This ensures use of clean energy and also entails power at low cost.

3. Does the company identify and assess potential environmental risks? Y/N

The Company has a mechanism to identify and assess risks which includes environmental related risks. The Company is certified with ISO 14001:2015 – Environment Management Systems.

4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

The Company continues to include in its process to reduce the emission of Green House Gases through utilization of clean energy, wherever possible. The Company has started to record the emission of Green House Gases as per ISO 14064:2006 and action plan is being arrived at for the reduction of the same.

5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.

The Company is planning to generate clean electrical energy by further commissioning 50MW Solar Project by Q2 FY23.

This ensures use of clean energy and also entails power at low cost.

6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

The emissions/waste generated by the Company are within the permissible limits given by CPCB/SPCB.

7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

The Company received two show cause notices from Andhra Pradesh Pollution Control Board, Vijayawada and is pending as an end of financial year.

Principle 7

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

- a. Confederation of Indian Industry (CII)
- b. Federation of Andhra Pradesh Chambers of Commerce and Industry (FAPCCI)
- c. Federation of Indian Export Organisation (FIEO)
- d. Engineering Export Promotion Council (EEPC)
- e. Employers' Federation of Southern India (EFSI)
- f. Recycling & Environment Industry Association of India
- g. IESA - Customized Energy Solutions India Pvt Ltd
- h. Auto Component Manufacturers Association(ACMA)
- i. Indian Battery Manufacturers Association (IBMA)
- j. World Economic Forum (WEF).

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

The Company is represented on the governing bodies and several committees – both at the state and national levels of CII and through these forums the Company actively participates in various issues concerning business and society.



Principle 8

1. Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

The Company has initiated and continues to implement a series of programs, which address the developmental needs of the communities that it supports. This include the development of essential infrastructure in rural areas, ensuring access to high quality schools in the villages of Karakambadi, Pettamitta and Diguvmagham of Chittoor District. The Company strongly believes in the true spirit of giving back to the society. In line with this a certain percentage of the profits were contributed to the Rajanna Trust, a vehicle for carrying the CSR activities of the Company. The Company also has a well-defined CSR policy which is in line with the provisions of the Companies Act, 2013. The report on the CSR projects carried by the Company is annexed to the Board's Report.

2. Are the programmes/projects undertaken through in-house team/own foundation/ external NGO/government structures/any other organization?

The Company, through Rajanna Trust undertakes various CSR initiatives, which are monitored by a dedicated internal team of the Company at periodic intervals.

3. Have you done any impact assessment of your initiative?

The Company has appointed Price Waterhouse Cooper to take up the impact assessment for the eligible projects which are implemented in 2020-21 and have completed one year. The said report will be part of Annual Report 2022-23.

4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?

The Company has spent ₹16.43 crores on the CSR Activities during the financial year 2021-22. The amount was spent on areas are mentioned in Annexure V to the Board's Report.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so

The community development initiatives of the Company were designed on the basis of a long standing association with and a deep understanding of the community. These programs were designed to address the lacuna in the infrastructure needs of these communities and act as a catalyst for transformation in the region. The Company also employs a collaborative approach to design these programs, seeking to constantly understand the concerns faced by the beneficiaries of these programs.

The main focus of the CSR policy of the Company continues to be on health, education, environment and rural development. The various initiatives taken in these areas have a positive impact on the stakeholders surrounding the communities where such programs were undertaken by the Company.

Principle 9

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.

A well-established system is in place for dealing with customer feedback and complaints. All complaints are appropriately addressed and resolved, in most of the cases at the earliest. As at the end of the financial year, there were negligible percentage of unresolved complaints, compared to size of the Company.

2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks (additional information)

The Company displays product information on the products label as required and mandated by the local laws.

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

There were no cases against the Company in relation to unfair trade practices, irresponsible advertising and/or Anti-competitive behavior during the past five years and there are no pending cases as on March 31, 2022.

4. Did your company carry out any consumer survey/ consumer satisfaction trends?

Consumer survey/Consumer satisfaction survey is being conducted periodically to assess the consumer satisfaction levels.