

Notice of the Annual General Meeting

To the members of

AMARA RAJA ENERGY & MOBILITY LIMITED

(Formerly known as Amara Raja Batteries Limited)

NOTICE is hereby given that the **40th Annual General Meeting (AGM)** of the members of **Amara Raja Energy & Mobility Limited** (Formerly known as Amara Raja Batteries Limited) will be held on Thursday, August 14, 2025, from 3:00 PM IST onwards through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:

Ordinary Business:

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

1. To adopt the audited Financial Statements (standalone and consolidated) of the Company for the Financial Year ended March 31, 2025, the report of the Joint Statutory Auditors' thereon and the report of the Board of Directors.
2. To confirm the payment of the interim dividend and to declare the final dividend of ₹ 5.20/- on the Company's equity shares for the Financial Year ending March 31, 2025.
3. To consider and approve the reappointment of Mr. Vikramadithya Gourineni (DIN: 03167659), who retires by rotation as a director and, being eligible, offers himself for reappointment.
4. **To appoint the Joint Statutory Auditors of the Company for a term of five years and fix their remuneration.**

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

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and recommendation by the Audit Committee and Board of Directors of the Company, M/s. Price Waterhouse Chartered Accountants LLP (FRN: 012754N/N500016) and M/s. K. S. Rao & Co. (FRN: 003109S), be and are hereby appointed as the Joint Statutory Auditors of the Company for a consecutive term of 5 (five) years to hold office from the conclusion of this 40th annual general meeting until the conclusion of the 45th annual general meeting of the Company at such remuneration as may be determined by the Board of Directors of the Company (including its committees thereof).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to decide and pay such fees for the statutory audit as may be mutually agreed between the Joint Statutory Auditors and the Company, basis recommendation of the Audit Committee, as they may deem fit.

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

Special Business:

5. **To consider and appoint Ms. Radhika Shapoorjee (DIN: 03559547) as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualifications of Directors) Rules, 2014, and relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, based on recommendation of the Nomination and Remuneration Committee and the Board, Ms. Radhika Shapoorjee (DIN: 03559547), who was appointed by the Board as an Additional Director, categorised as an Independent Director with effect from May 22, 2025 who holds office upto the date of this Annual General Meeting under Section 161 of the Act, and meets the criteria for independence as provided in the Act and Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) consecutive years from May 22, 2025 to May 21, 2030, not retiring by rotation, and to receive remuneration by way of commission on profit, if any, within the permissible limit in terms of Section 197 of the Act, as determined by the Board, from time to time.

RESOLVED FURTHER THAT the Board and/or Company Secretary be and are hereby severally authorised to

do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **To re-appoint Mr. Jayadev Galla (DIN: 00143610) as Chairman, Managing Director & CEO of the Company and fix his remuneration**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, re-appointment of Mr. Jayadev Galla (DIN: 00143610) as Chairman, Managing Director & CEO of the Company for a period of 5 (five) years w.e.f. September 1, 2025 to August 31, 2030, be and is hereby approved on the terms and conditions including remuneration as set out in the Annexure I to the notice convening this 40th annual general meeting.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter and vary the terms and conditions of the said appointment, including *inter-alia* designation, remuneration, including authority to determine/ vary from time to time the structure of remuneration i.e amount of salary, perquisites, other benefits and allowances, variable performance pay and commission payable to Mr. Jayadev Galla in such manner as may be determined by the Board, subject to the total remuneration payable to Mr. Jayadev Galla, not exceeding five percent (5%) of the net profits of the Company per annum, being within the limits prescribed under Section 197 read with Schedule V of the Act and Listing Regulations.

RESOLVED FURTHER THAT the Board and / or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

7. **To approve payment of remuneration to Mr. Jayadev Galla (DIN: 00143610) Chairman, Managing Director & CEO of the Company pursuant to the Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

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

"RESOLVED THAT pursuant Regulation 17 (6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and other applicable provisions, if any, consent of the Members of the Company be and is hereby accorded to pay remuneration to Mr. Jayadev Galla, Chairman, Managing Director & CEO of the Company, for a period of 5 (five) years w.e.f. September 1, 2025 to August 31, 2030, in such manner as may be determined by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board), subject to the total remuneration not exceeding five percent (5%) of the net profits of the Company per annum on the terms and conditions including remuneration as approved by the members of the Company at the 40th Annual General Meeting of the Company.

RESOLVED FURTHER THAT in terms of requirements of the Listing Regulations the aggregate annual remuneration as determined by the Board, payable to Mr. Jayadev Galla, Chairman, Managing Director & CEO, Mr. Harshavardhana Gourineni and Mr. Vikramadithya Gourineni, Executive Directors (being Promoters) may collectively exceed 5% of the net profits of the Company.

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

8. **To appoint Secretarial Auditors of the Company and fix their remuneration for a term of five years from Financial Year 2025-26 to Financial Year 2029-30.**

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

"RESOLVED THAT pursuant to the provisions of Sections 204 and other applicable provisions, if any, of the

Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, read with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), as amended from time to time, (including any statutory modification(s) or reenactment thereof, for the time being in force), pursuant to recommendation of the Audit Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for appointment of M/s. Sridharan & Sridharan Associates (Firm Registration No. P2022TN093500) as the Secretarial Auditors of the Company for the term of 5 (five) consecutive years starting from Financial Year 2025-26 to 2029-30 at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

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

9. **To ratify the remuneration payable to the Cost Auditors for the Financial Year 2025-26**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, based on recommendation of the Audit Committee and Board payment of remuneration of ₹ 4.75 lakhs (Rupees Four Lakhs Seventy Five Thousand only) excluding reimbursement of out-of-pocket expenses and applicable taxes to M/s. Sagar & Associates, Cost Accountants, (Firm Registration No. 000118), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year 2025-26 be and is hereby ratified.

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

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

Vikas Sabharwal
Company Secretary

Date: May 29, 2025
Place: Hyderabad

Corporate Identification Number (CIN): L31402AP1985PLC005305
Registered Office: Renigunta-Cuddapah Road, Karakambadi, Tirupati,
Andhra Pradesh – 517 520 Tel: 91 (877) 226 5000 Fax: 91 (877) 228 5600
E-mail id: investorservices@amararaja.com;
Website: www.amararajaeandm.com

Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020, dated April 8, 2020, and 17/2020, dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by "COVID-19", General Circular Nos. 20/2020, dated May 5, 2020, 10/2022, dated December 28, 2022 and September 19, 2024, and subsequent circulars issued in this regard, and SEBI circular no: SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3 2024 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the Circulars, the AGM of the Company is being held through VC /OAVM. The venue for the 40th AGM shall be deemed to be the Company's Registered office.
2. The VC/OAVM facility for members to join the meeting shall be kept open 30 minutes before the start of the AGM. Members can attend and participate in the AGM through VC/ OAVM only by following the instructions given in Serial No. 24 of this Notice.
3. Since this AGM is being held pursuant to the aforesaid Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointing proxies by the Members will not be available for the AGM; hence, the Proxy Form, Attendance Slip and Route map are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their Board or governing body Resolution/Authorization, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/ Authorization should be sent to the Scrutinizer by email through their registered email address to rsaevoting@gmail.com with a copy marked to evoting@nsdl.com.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. An explanatory statement pursuant to Section 102(1) of the Act, the Rules thereunder, Listing Regulations and Secretarial Standards that sets out details relating to the ordinary and special businesses to be transacted at the meeting is annexed hereto as Annexure-I and forms part of the notice.
7. Brief profiles of Mr. Jayadev Galla, Chairman, Managing Director & CEO; Mr. Vikramadithya Gourineni, Executive Director; and Ms. Radhika Shapoorjee, Additional Director categorised as Independent, proposed to be reappointed/ appointed, along with the names of the Companies in which they hold directorships and memberships/ chairmanships of Committees, shareholding in the Company and other details as required under Secretarial Standard on General Meetings and Listing Regulations are furnished as Annexure-II and forms part of the notice.
8. In compliance with the aforesaid Circulars, the Annual Report 2024-25, including the notice of the AGM, *inter-alia*, indicating the process and manner of remote e-voting, attending AGM through VC/OAVM and instructions for members for e-voting on the day of AGM are being sent by electronic mode to all the members whose e-mail address are registered with the Company/Depositories for communication purposes. Members holding shares in physical/demat form who have not registered their email address with the Company, or the Depository Participants can get the same registered with the Company as per the procedure provided in Serial No. 17.
9. Members may also note that the notice of the AGM and the Annual Report 2024-25 will be posted on the Company's website, www.amararajaeandm.com, and also on the websites of the stock exchanges, i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively. The AGM notice will also be available on the NSDL website at www.evoting.nsdl.com. The Company shall send a physical copy of the Annual Report 2024-25 to the Members who specifically request the same by emailing to investorservices@amararaja.com.
10. The registers, i.e. Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested maintained under Section 170 and Section 189 of the Act, respectively, will be available electronically for inspection by members during the AGM. All documents referred to in this Notice and the explanatory statement pursuant to Section 102 of the Act, annexed hereto will also be available for electronic inspection without any fee by the members from the date of circulation of this notice up to the date of AGM, i.e. Thursday, August 14, 2025. Members seeking to inspect such documents can send an email to investorservices@amararaja.com.
11. The register of members and share transfer books of the Company will remain closed from Saturday, August 2, 2025, to Wednesday, August 6, 2025 (both days inclusive).
12. The record date for the purpose of the final dividend of the Financial Year 2024-25 is Friday, August 1, 2025. The final dividend, if declared, shall be paid on or before Saturday, September 13, 2025, to those members whose



names appear in the register of members or in case of shares held in dematerialised form to the beneficiaries as of the close of business hours of the record date, as per details furnished by NSDL and CDSL.

13. Pursuant to the amendments in the Income Tax Act, 1961 (IT Act) dividend income is taxable in the hands of the members effective April 1, 2020. The Company must deduct tax at source (TDS) from dividend paid to the Members at prescribed rates in the. In general, to enable compliance with TDS requirements, members are requested to complete and / or update their Residential Status, PAN, and Category as per the IT Act with their Depository Participants or, in case shares are held in physical form, with the Company by sending email to the Company's email address at investorservices@amararaja.com and/or investor@cameoindia.com.

For more details, members are requested to refer "Communication on tax deducted at source" appended to this notice.

14. The transcript of the AGM shall also be made available on the website of the Company www.amararajeandm.com in the Investors section as soon as possible, after the meeting is concluded.
15. Questions prior to AGM: Members seeking any information or asking questions with regard to the financial statements of the Company or on any matter in the annual report 2024-25 are requested to write from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number to investorservices@amararaja.com on or before Friday, August 8, 2025 (5:00 P.M.) IST. Such information sought, or questions raised by the members shall be replied to by the Company suitably.
16. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's Registrar and Share Transfer Agent (RTA), Cameo Corporate Services Limited, Unit: Amara Raja Energy & Mobility Limited, Subramanian Building, No.1, Club House Road, Chennai – 600002, Tamil Nadu, India ("Cameo" or "RTA") for assistance in this regard.
17. To support the 'Green Initiative', members who have not registered their e-mail addresses so far are requested to register their e-mail address with their Depository participants (DPs), in case the shares are held by them in electronic form/ Demat form and with Cameo Corporate Services Limited in case the shares are held by them in physical form for receiving all communication(s) including

Annual Report, Notices, Circulars, etc. from the Company electronically. Alternatively, members holding shares in physical form are requested to visit <https://wisdom.cameoindia.com/> to register their e-mail address and mobile number with the Company.

18. Members are requested to register or intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, PAN, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants with whom they are maintaining their demat accounts in case the shares are held by them in electronic form/demat form and to Cameo in case the shares are held by them in physical form.

Shareholders holding physical shares may, if they so desire, send their nominations in form SH-13 of the 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 dematerialised form may contact their respective depository participant (DP) to avail the nomination facility.

19. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN and Bank account details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank details to the RTA. The following documents need to be provided for updation of Bank Account Details - Name and Branch of the Bank in which you wish to receive the dividend, Bank Account type, Bank Account number, 9 digits MICR Code number, 11 digits IFSC Code and a scanned copy of the cancelled cheque bearing the name of the first shareholder.
20. SEBI, in its notification dated January 24, 2022, has mandated that all requests for transfer of securities, including transmission and transposition requests, shall be processed only in dematerialised form. In view of this, to eliminate all risks associated with physical shares and avail themselves of various benefits of dematerialization, members holding shares in physical form are requested to convert their holdings to dematerialised form. Members can contact the RTA for assistance in this regard.
21. Pursuant to the provisions of Section 124(5) of the Act, the amount of dividend (s) declared and remaining unpaid for 7 years consecutively has been transferred, from time to time within respective due dates, to the Investors Education and Protection Fund (IEPF). During the year, the Company transferred the final dividend for the financial year 2016-17 and interim dividend for the financial year 2017-18, which had remained unclaimed and unpaid

for seven consecutive years, to the IEPF. The due date for transferring final dividend declared for financial year 2017-18 and interim dividend for the financial year 2018-19 which have remained unclaimed/unpaid thereafter to IEPF are given in Corporate Governance report. Details of unpaid/unclaimed dividend lying with the Company as of March 31, 2025, is available on the Company's website i.e. www.amararajaeandm.com.

22. As per the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2017 and amendments made thereunder (Rules), all shares in respect of which dividend remains unpaid or unclaimed for seven years, or more, are required to be transferred to the Investor Education and Protection Fund (IEPF) Authority. The shareholders are requested to claim their unpaid/ unclaimed dividends in order to avoid the transfer of shares to the IEPF Authority. The Company has transferred to the IEPF Authority all shares in respect of which final dividend declared in 2016-17 and interim dividend in 2017-18, had remained unpaid or unclaimed for seven consecutive years or more as per Rules. The details of shares transferred to the IEPF have also been uploaded on the website of the IEPF Authority, and the same can be accessed at www.iepf.gov.in. Members may note that shares, as well as unclaimed dividend transferred to IEPF Authority, can be re-claimed. In such case, the members are requested to write to the Company / RTA for understanding the process for re-claiming such unclaimed dividend and shares transferred to IEPF.

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

- a. In compliance with the provisions of Section 108, 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the provisions of Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to the members to exercise their right to vote on resolutions set forth in the notice convening the 40th AGM by electronic means. The Company has engaged the National Securities Depository Limited (NSDL) services as the authorised agency to provide e-voting facility. The instructions for remote e-voting are given in Serial No. 24.
- b. The remote e-voting event number (EVEN) is 134517. The remote e-voting will commence on Saturday, August 09, 2025 (9:00 a.m. IST) and end on Wednesday, August 13, 2025 (5:00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialised form as on Thursday, August 07, 2025 i.e. cut-off date, may cast their vote electronically. NSDL shall disable the e-voting module for voting on August 13, 2025 after 5 pm IST. Once the vote on a resolution is

cast, the Member shall not be allowed to change it subsequently or cast the vote again.

- c. Any person holding shares in physical form and non-individual shareholders who acquire shares of the Company and become a member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Thursday, August 7, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Company RTA. However, if you are already registered with NSDL for remote e-voting, you can use your existing user ID and password to vote. If you forgot your password, you can use the "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll-free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become Members of the Company after sending the Notice and holding shares as of the cut-off date i.e. Thursday, August 07, 2025, may follow the steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- d. Members who have cast their vote by e-voting prior to the meeting may also attend the AGM through VC/ OAVM but are not entitled to cast their vote again.
- e. The facility for remote e-voting shall be made available during the AGM, and those members who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The procedure for e-voting on the day of the AGM is the same as the instructions given in Serial No. 24 for Remote e-voting.
- f. The voting rights of the members shall be in proportion to the paid-up value of their shares in the Company's equity capital as on the cut-off date, i.e. Thursday, August 07, 2025. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date, i.e. Thursday, August 07, 2025, shall only be entitled to avail the facility of remote e-voting and during the AGM.
- g. The Board of Directors has appointed Mr. R. Sridharan, practising company secretary (Membership No. FCS 4775 and CP No. 3239) Managing Partner, M/s. R. Sridharan & Associates, Company Secretaries as Scrutinizer and failing him Ms. Srinidhi Sridharan, (Membership No. FCS 12510 and CP No. 17990) from M/s. Srinidhi Sridharan & Associates to scrutinize the remote e-voting process and voting during the AGM in a fair and transparent manner.
- h. The Scrutinizer shall, immediately after the conclusion of voting during the meeting, first count



the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in employment of the Company and not later than two (2) working days from the conclusion of the meeting, prepare and submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman or a person authorised by the Chairman for counter signature.

- i. The Results shall be declared by the Chairman or by an authorised person of the Chairman, and the resolutions will be deemed to have been passed on the date of the AGM, subject to receipt of the requisite number of votes in favour of the resolutions.
- j. After the declaration of the results, the voting results shall be placed along with the Scrutinizer's Report(s) on the website of the Company www.amararajaeandm.com and on NSDL's website <https://evoting.nsdl.com> and communicated to the Stock Exchanges i.e. BSE and NSE, where the shares of the Company are listed, for placing the same on their website(s).

24. E- Voting instructions:

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

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

Step 1: Access to NSDL e-Voting system

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

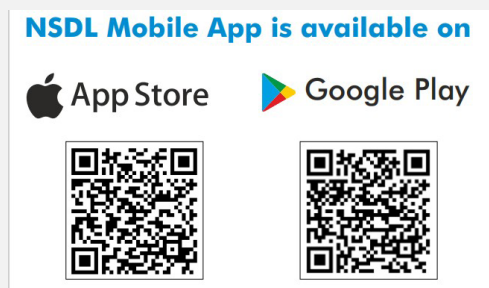
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
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- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911



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

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 134517 then user ID is 134517001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/ Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

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

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

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

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

General Guidelines for shareholders

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

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

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

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

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

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the

same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first serve basis
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, PAN and mobile number at (investorservices@amararaja.com) on or before Friday August 8, 2025 (5 PM IST) The same will be replied by the company suitably.
7. Registration of Speaker: Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investorservices@amararaja.com from Tuesday, August 5, 2025 (9:00 a.m. IST) to Sunday, August 10, 2025, (5:00 p.m. IST). Those members who have registered themselves as a speaker in advance will only be allowed to express their views/ask questions during the AGM.
8. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
9. In case any assistance is needed, members may contact NSDL on evoting@nsdl.co.in or at toll free no. 1800 1020 990 and 1800 22 44 30.

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

Vikas Sabharwal
Company Secretary

Date: May 29, 2025
Place: Hyderabad

Annexure-I

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

The following statement sets out all material facts relating to the ordinary and special businesses mentioned in the accompanying notice dated May 29, 2025, and shall form part of the notice.

Item no. 4

The current Joint Statutory Auditors viz., M/s. Brahmayya & Co., (Firm Registration No. 000513S) and M/s. Deloitte Haskins & Sells LLP, (Firm Registration No. 117366W/W-100018) Chartered Accountants, (Retiring Statutory Auditors) were re-appointed as the Joint Statutory Auditors of the Company at its 35th Annual General Meeting ('AGM') held on August 7, 2020 for a second term of 5 consecutive years and they hold office up to the conclusion of the ensuing 40th AGM of the Company.

The Board of Directors of the Company, based on the recommendation of the Audit Committee, at its meeting held on May 29, 2025, after evaluating several audit firms and holding preliminary discussions on scope, methodology, and division of work, recommended for approval of members, the appointment of M/s. Price Waterhouse Chartered Accountants LLP (FRN: 012754N/N500016) ("PWC") and M/s. K. S. Rao & Co. (FRN: 003109S), chartered accountants, as Joint Statutory Auditors of the Company for a period of 5 (five) consecutive years from the conclusion of the ensuing 40th AGM until the conclusion of the 45th AGM of the Company.

Profiles of the proposed Joint Statutory Auditors:

M/s. Price Waterhouse Chartered Accountants LLP:

PWC is a chartered accountants firm registered with the Institute of Chartered Accountants of India. It has offices in various cities in India including Hyderabad. PWC is primarily engaged in providing auditing and other assurance services to its clients and is a member firm of Price Waterhouse & Affiliates, a network of firms registered with the Institute of Chartered Accountants of India having Network Registration No. NRN/E/14. PWC has more than 110 Assurance Partners as on March 31, 2025.

M/s. K.S. Rao & Co.:

M/s. K.S. Rao & Co., established in 1976, is a reputed firm of Chartered Accountants registered with the Institute of Chartered Accountants of India with head office in Hyderabad and branches across Bengaluru, Chennai, and Vijayawada. The firm comprises 14 partners and offers comprehensive services in Audit & Assurance, Tax, Risk, and Advisory domains. With a strong legacy, it has served listed companies, NBFCs and industry leaders across diverse sectors.

Terms and conditions of appointment and the fees of the proposed Joint Statutory Auditors:

- a. **Term of Appointment:** Five consecutive years from the conclusion of the ensuing 40th AGM till the conclusion of 45th AGM.

- b. **Proposed Remuneration:** The proposed remuneration to be paid to the Joint Statutory Auditors for the financial year 2025-26 is ₹ 1.40 crores (Rupees One crore forty lakhs only) (PWC-₹ 75 lakhs & KS Rao & Co-₹ 65 lakhs). The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent year(s) of their term shall be determined by the Board of Directors of the Company based on the recommendation of the Audit Committee.

The proposed fees are based on the knowledge, expertise, industry experience, time and efforts required to be put in by the Joint Statutory Auditors, which is in line with the industry standard. There is no material change in the remuneration proposed to be paid to the proposed Joint Statutory Auditors for the financial year 2025-26 compared to the remuneration paid to the Retiring Statutory Auditors for the financial year 2024-25.

The proposed Joint Statutory Auditors have consented to their appointment and have confirmed that, if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013. They have also provided a confirmation that they hold a valid certificate issued by the Peer Review Board of the ICAI.

The Board, based on the recommendation of the Audit Committee, unanimously, recommends the ordinary resolution as set out in item no. 4 of this notice.

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

Item No. 5

Pursuant to the Section 161 of the Act, rules thereunder and relevant provisions of the Listing Regulations, recommendation of the Nomination and Remuneration Committee (NRC), the Board, on May 22, 2025, appointed Ms. Radhika Shapoorjee (DIN: 03559547) as an Additional Director categorised as Independent, of the Company for a term of 5 (Five) consecutive years with effect from May 22, 2025 to May 21, 2030 (both days inclusive) subject to the approval of the shareholders through a special resolution.



The Company has received the following declarations/disclosures from Ms. Radhika:

- a. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
- b. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under subsection (2) of Section 164 of the Act;
- c. A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the Listing Regulations;
- d. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that she has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- e. Confirmation that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company;
- f. A declaration that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.
- g. Form MBP-1 giving details of notice of interest pursuant to Section 184(1) of the Act and relevant rules thereunder.

The Company has received a notice in writing from a member proposing her candidature under Section 160 of the Act. The Nomination and Remuneration Committee (NRC) had previously finalised the desired attributes for the selection of the independent director(s), based on which, the NRC recommended the candidature of Ms. Radhika to the Board. The Board further noted that, Ms. Radhika's skills, background and experience are aligned to the roles and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director. The Board also noted that, Ms. Radhika fulfils the conditions for independence specified in the Act, the Rules made thereunder, the Listing Regulations and such other laws/regulations for the time being in force, to the extent applicable to the Company. The Board considers that the appointment of Ms. Radhika will be of immense value to the Company while enhancing the diversity of perspectives at the Board level.

As required under Regulation 36(3) of the Listing Regulations and Secretarial Standards-2, a brief profile of Ms. Radhika and other requisite details are given in the Annexure-II to this Notice.

The Board of Directors have inducted Ms. Radhika as a member of the Audit Committee & NRC, effective May 22, 2025. Ms. Radhika does not hold any shares of the Company.

The proposed resolution seeks the approval of members by way of special resolution for the appointment of Ms. Radhika as an Independent Director for a term of 5 consecutive years from May 22, 2025, to May 21, 2030 (not liable to retire by rotation) pursuant to Section 149(10) and other applicable provisions of the Act read with the Rules made thereunder. In terms of proviso to Regulation 25(2A) of the Listing Regulations, where a special resolution for the appointment of an independent director fails to get the requisite majority of votes, but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under this regulation.

The draft appointment letter of Ms. Radhika as an Independent Director setting out the terms and conditions applicable for her appointment, is available for electronic inspection by the members during normal business hours on working Days till the date of the ensuing 40th AGM. Members can send an email to investorservices@amararaja.com seeking inspection of the said draft letter of appointment.

None of the Directors, Key Managerial Personnel or their relatives except Ms. Radhika, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no.5.

The Board recommends the special resolution as set out in Item no. 5 of this notice for the approval of members.

Item No. 6 & 7

Mr. Jayadev Galla, Co-founder of Amara Raja, has been associated with the Company since its inception in the year 1985. He joined the Board in the year 1994 and has worked in various capacities till he became the Managing Director of the Company in 2003. He was further designated as Chairman and CEO of the Company in 2021.

The members of the Company, at the Annual General Meeting held on August 7, 2020, re-appointed Mr. Jayadev Galla as the Managing Director of the Company for a period of five years, from September 1, 2020, to August 31, 2025, with total remuneration not exceeding 5% of the net profits of the Company for each financial year. The current tenure is set to expire on August 31, 2025.

Under the visionary leadership of Mr. Jayadev Galla, the Company has reached new heights, solidifying its position as a leader in **Energy & Mobility** space. His transformative approach and strategic foresight have been instrumental in driving sustainable growth, enhancing stakeholder value, and fostering a culture of innovation. With a sharp focus on operational excellence and business expansion, he has successfully steered the Company

through evolving market landscapes. Mr. Jayadev provides strategic guidance to the Executive Directors and leadership team. This ensures synergy, resilience, and long-term value creation as the Company continues its journey towards industry leadership as a solution provider in Energy & Mobility sector.

Recognizing his invaluable contributions to the Company and the need for continued strategic direction, the Nomination and Remuneration Committee (NRC) has recommended Mr. Jayadev's re-appointment as the Chairman, Managing Director & CEO on the terms and conditions, including remuneration, as set out hereunder. The NRC also considered the positive outcome of Mr. Jayadev's performance evaluation conducted based on the set criteria.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on May 29, 2025, unanimously approved the re-appointment of Mr. Jayadev Galla as the Chairman, Managing Director & CEO for a further period of five years, effective from September 1, 2025, to August 31, 2030, pursuant to the provisions of the Act, rules thereunder and Listing Regulations, subject to the approval of the members.

As per the provisions of Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions of the Act, rules thereunder and Listing Regulations, approval of the members by way of an ordinary resolution is required for the re-appointment and payment of remuneration to Mr. Jayadev Galla as the Chairman, Managing Director & CEO for the period from September 1, 2025, to August 31, 2030.

Further, as per Regulation 17(6)(e) of the Listing Regulations, approval of the members by way of a special resolution is required if there are more than one director, who are promoters or belong to the promoter group and the aggregate annual remuneration to such director(s) exceeds 5% of the net profits of the Company.

The aggregate annual remuneration proposed to be paid to Mr. Jayadev Galla, Chairman, Managing Director & CEO, along with Mr. Harshavardhana Gourineni and Mr. Vikramadithya Gourineni, Executive Directors (being promoters), may exceed the threshold of 5% of the net profits of the Company. Accordingly, in compliance with the aforementioned regulatory provisions, approval of the members is being sought through a special resolution.

The broad particulars of the terms and conditions of re-appointment including remuneration payable to Mr. Jayadev Galla are as follows:

1. The Managing Director & CEO shall, subject to the supervision and control of the Board of Directors, carry out such duties as may be entrusted to him by the directors and shall exercise such powers as are delegated to him by the Board of Directors.
2. Period of agreement: 5 years from September 1, 2025, to August 31, 2030

3. Remuneration comprising of fixed component as salary, perquisites/ benefits and variable component determined as commission, shall be as follows:

- a. Salary: ₹ 20,00,000/- per month
- b. Perquisites/benefits
 - i. **Housing:** Rent Free accommodation or House Rent Allowance as may be applicable to the employees of the Company or provision of furnished accommodation.
 - ii. **Medical reimbursement:** Reimbursement of medical expenses incurred for self and family and dependent parents, subject to a ceiling of one month's salary per year.
 - iii. **Leave travel concession:** Leave Travel Concession for self and family to and from any place in India, once in a year in accordance with the rules of the Company.
 - iv. **Provident fund:** Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
 - v. **Leave encashment:** Encashment of leave at the end of tenure as per the rules of the Company.
 - vi. **Gratuity:** Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 - vii. **Car:** Company's car with driver for business purposes.
 - viii. **Telephone/Mobile:** Telephone / Communication facilities at residence for business purposes.
 - ix. **Club fee:** Club fee, subject to a maximum of two clubs. No admission and life membership fee will be paid.
- c. **Commission:** as % of profit, to be determined annually by the Nomination and Remuneration Committee, after considering the performance of the Company, Mr. Jayadev's strategic contributions and performance metrics, which shall not exceed 5% of the net profits of the Company.

4. **Overall remuneration:** The aggregate of salary, commission and perquisites in any financial year shall not exceed 5% of the net profits of the Company and shall be in compliance with the section 197 of the Act and Listing Regulations.

5. **Minimum remuneration:** Where in any financial year, during the tenure of Mr. Jayadev Galla, Chairman, Managing Director & CEO, the Company has no profits

or its profits are inadequate, the Company shall pay to Mr. Jayadev Galla, Chairman, Managing Director & CEO, remuneration by way of salary, commission and perquisites not exceeding the limits as specified under Section II of Part II of Schedule V to the Act, as amended from time to time.

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

The particulars of Mr. Jayadev Galla viz., qualification and directorships and memberships of other Board Committees, shareholding and other details as required under secretarial standards and Listing Regulations are furnished hereunder as Annexure-II to this notice.

The Board, after taking into consideration, the valuable contributions made by Mr. Jayadev Galla and based on the recommendation of the Nomination and Remuneration Committee, unanimously recommends the proposal for re-appointment of Mr. Jayadev Galla as the Chairman, Managing Director & CEO of the Company and payment of the remuneration, for approval of the members through ordinary and special resolution, respectively as set out at item no. 6 and 7 of this notice.

Mr. Jayadev Galla, Chairman, Managing Director & CEO; Mr. Vikramaditya Gourineni, Executive Director and Mr. Harshavardhan Gourineni, Executive Director are deemed to be related to each other and are promoters of the Company. They are concerned or interested in the resolution as set out in item no. 6 & 7 of this notice with regard to re-appointment and payment of remuneration to Mr. Jayadev Galla.

None of the other directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 6 & 7 of this notice.

Item No 8:

The members are informed that, the recently amended Regulation 24A of the Listing Regulations requires listed companies to seek shareholders' approval for appointment of Secretarial Auditors. Such Secretarial Auditor must be a

peer reviewed practising Company Secretary from Institute of Company Secretaries of India (ICSI) and should not have incurred any of the disqualifications as specified by SEBI. The maximum prescribed tenure of the Secretarial Auditor in case of a firm shall not be more than two terms of five consecutive years each.

Accordingly, approval of members is sought for appointment of M/s. Sridharan & Sridharan Associates (Firm Registration No. P2022TN093500) Company Secretaries, as the Secretarial Auditors of the Company, for a term of five consecutive years from Financial Year 2025-26 to 2029-30, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

Profile of M/s. Sridharan & Sridharan Associates:

M/s. Sridharan & Sridharan Associates, Company Secretaries is a peer-reviewed partnership firm based in Chennai, led by Mr. R. Sridharan, Managing Partner and former President of the Institute of Company Secretaries of India (ICSI). He has over four decades of experience in corporate laws, securities laws, secretarial audits, FEMA, and related compliances, and has been in practice since 1999. His leadership has been instrumental in advising listed and unlisted companies on complex legal and compliance matters. The firm is supported by two other partners, strengthening its multidisciplinary capabilities.

The firm serves a diverse clientele comprising several listed and unlisted entities, offering a broad range of services including secretarial audits, corporate law advisory, SEBI and FEMA compliance, labour law audits, and due diligence. The firm is committed to delivering practical and reliable legal solutions tailored to meet clients' regulatory and compliance obligations.

The Audit Committee and Board of Directors of the Company at their respective meetings held on May 29, 2025 considered and evaluated various factors such as industry experience, competence of the audit team, efficiency in conduct of audit, independence, etc., and recommended the appointment of M/s. Sridharan & Sridharan Associates as the Secretarial Auditor for the proposed tenure.

The remuneration proposed to be paid to M/s. Sridharan & Sridharan Associates, for the secretarial audit for the financial year 2025-26 is ₹ 3.5 Lakhs (Rupees Three Lakhs fifty thousand only) excluding taxes and reimbursement of out of pocket expenses.

M/s. Sridharan & Sridharan Associates have consented to their appointment as Secretarial Auditors and have confirmed that their appointment will be in accordance with Section 204 of the Act and Listing Regulations.

M/s. Sridharan & Sridharan have confirmed that they have been peer reviewed as per the Institute of Company Secretaries of India (ICSI) and do not have any of the disqualifications as specified by SEBI.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice.

The Board, based on the Audit Committee's recommendation, unanimously recommends the ordinary resolution as set out in item no. 8 of this notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the Notice.

Item No 9

The Board of Directors, at their meeting held on May 29, 2025, on the recommendation of the Audit Committee, approved the appointment of M/s. Sagar & Associates, Cost Accountants, (Firm Registration No. 000118) as Cost Auditors of the Company to conduct the audit of the cost records of the Company in

respect of products manufactured by the Company falling under CETA code 8507 i.e. Electric Accumulators, including separators for the financial year 2025-26 at a remuneration of ₹ 4.75 lakhs (Four lakhs seventy five thousand only) excluding reimbursement of out-of-pocket expenses and applicable taxes.

Pursuant to the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, approval of the members is sought by way of an ordinary resolution as set out in Item no. 9 of this notice ratifying the remuneration payable to the Cost Auditors for the financial year 2025-26.

The Board, based on the Audit Committee's recommendation, unanimously recommends the ordinary resolution as set out in Item no. 9 of this notice.

None of the Directors, key Managerial Personnel, or their relatives are interested financially or otherwise in the resolution, as set out in Item no. 9 of this notice.

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

Date: May 29, 2025
Place: Hyderabad

Vikas Sabharwal
Company Secretary



Annexure-II

Brief particulars of the Director(s) proposed for appointment/re-appointment at the Annual General Meeting and other details pursuant to the Companies Act, 2013 (the Act) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard-2 on General Meetings:



Vikramadithya Gourineni, Executive Director

Mr. Vikramadithya Gourineni (DIN:03167659, Age: 37 years), currently serves as the Executive Director of the Company. An exceptional leader, he plays a pivotal role in driving transformation and growth at the Company. With a Bachelor's degree in Biochemistry from the prestigious University of Wisconsin - Madison, he brings a strong academic foundation to his current position.

As the head of the New Energy Business at the Company, Mr. Vikram is leading the charge in navigating the rapidly changing landscape of the industry. His visionary and transformational approach has positioned the company to spearhead the next phase of growth. By championing sustainable, efficient, and resilient solutions and technologies, he has revolutionised the energy and mobility segment of the Company, contributing to a greener and more sustainable future. He has played an instrumental role in planning of the proposed 16Gwh Gigafactory for manufacturing cells and battery packs, and a state-of-the-art collaborative R&D facility called the e⁺ Energy Labs. He has also spearheaded the team to work on Li-ion cell chemistries specifically suited for Indian subcontinent conditions and already supplies lithium battery packs and chargers to some 2 and 3 Wheeler OEMs. His strategic vision and relentless drive have paved the way for the company's expansion and future success.

Before assuming his current role, Mr. Vikram served a crucial role in shaping operational policies, devising growth strategies, and setting a clear vision for the organization. Since joining the Company in 2013 as a Management Executive, he has consistently demonstrated his capabilities across various functional responsibilities, playing a vital role in transforming multiple businesses within the group into significant pillars of success.

He has held top positions in many group entities, including as Managing Director and CEO of Amara Raja Power Systems Limited and Managing Director of Amara Raja Electronics Limited. He was responsible for managing the day-to-day operations across these entities where he shaped operational policy, growth strategy, and future vision for these companies.

Mr. Vikram's exceptional leadership, strategic thinking, and ability to drive change have been pivotal in Amara Raja's continued growth and success.

Terms and conditions of appointment: There are no changes in the terms and conditions of the appointment as approved by the members at the 36th AGM held on August 14, 2021. His office as a director is subject to retirement by rotation. Being longest in the office, his office is liable to retire by rotation and is eligible for re-appointment.

Date of first appointment to the Board, last drawn remuneration and number of Board meetings attended: Mr. Vikram was first appointed to the Board on June 12, 2021 as Executive Director, New Energy. Other details pertaining to Mr. Vikram are provided in the corporate governance report of this Integrated Annual Report 2024-25. Mr. Vikram attended all the Board, Committee and Shareholders' meeting(s) held during the financial year 2024-25. Since this is re-appointment due to retirement by rotation, there is no change in the terms of his remuneration.

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

Expertise in specific functional area and skills and capabilities required for the role and the manner in which he meets such requirements: Strategy, governance, board service, business understanding, industry and sector knowledge, finance, technology and Human Resources.

Shareholding in the Company as on the date of this Report: Mr. Vikram, Promoter of the Company does not hold any shares/ convertible instruments in the Company. Mr. Vikram, is also a Director in RNGalla Family Private Limited (RFPL), promoter of the Company. RFPL holds 32.86% of the equity share capital of the Company.

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

Listed entities (other than this Company) in which Mr. Vikram holds directorship and committee membership: Nil

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

Directorships and Committee positions:

S.no	Name of the Company	Designation	Committee ¹	Chairman/Member ¹
I.	Amara Raja Power Systems Limited, wholly owned subsidiary	Director	NA	NA
II.	Amara Raja Electronics Limited	Director	Audit Committee	Member
III.	RNGalla Family Private Limited	Director	NA	NA
IV.	Amara Raja Blaze Technologies Private Limited	Director	NA	NA
V.	Amara Raja Advanced Cell Technologies Private Limited, wholly owned subsidiary	Director	NA	NA
VI.	Amara Raja Circular Solutions Private Limited, wholly owned subsidiary	Director	NA	NA
VII.	Amara Raja Media Private Limited	Director	NA	NA
VIII.	Amara Raja Infra Private Limited	Director	Audit Committee	Member
IX.	Amara Raja Design Alpha Private Limited	Director	NA	NA

¹ Only Audit Committee and Stakeholders' Relationship Committee.

² The Committee positions held in ARE&M are already provided in the Corporate Governance Section of this Annual Report.



Ms. Radhika Shapoorjee, Independent Director

Ms. Radhika Shapoorjee (DIN: 03559547, Age 59 years), is a BA (Hons) graduate from St. Stephen's College, Delhi, is a seasoned communications leader with over 35 years of experience spanning advertising, public relations, and workplace mediation.

She is a prolific public speaker, moderator and writer. Ms. Radhika was a Jury Member at multiple international and national award panels, including the prestigious Cannes Festival of Advertising and Public Relations. Ms. Radhika has been a trusted advisor to Governments, CEOs, top lawyers, litigation experts and political leaders. She helped anticipate and manage multiple issues and crisis situations including sexual harassment cases, media boycotts, employee unrest, and errant dealers, to name a few.

She was the founder President for Hill+Knowlton Strategies, South Asia for almost 10 years, leading a team of over 150 employees across 5 cities. During her time as President, Hill+Knowlton Strategies created high-impact award-winning campaigns for clients across diverse sectors.

Prior to that, she was a Partner and Chief of Strategic Planning at Genesis Burson-Mastellar, where she helped develop best practices in brand building, media training, and campaign planning for the top 20 clients of Genesis Burson-Mastellar.

In advertising, she was a Client Servicing Director at FCB Ulka where over 9 years she was the agency lead for their top clients that included automobile clients, FMCG Companies, etc.

Currently, as Founder and CEO of Mediation Mantras, she practices, advocates, and teaches Mediation as a life skill, and helps organisations and communities amicably resolve conflicts, and transform and preserve fractured relationships. Over the past 5 years, she has mediated several senior leadership conflicts, in the financial, education, and the NGO sectors. She specialises in conflict resolution and is an Accredited Mediator with the Singapore International Mediation Institute (SIMI) as well as an India Specialist Mediator with the Singapore International Mediation Centre (SIMC).

In recent years, Ms. Radhika was guest faculty at the Maharashtra National Law University (MNLU) teaching "Negotiations in Labour and Trade Unions" to the first batch of students enrolled for a Masters in Mediation.

Radhika Shapoorjee is an Aspen Fellow, actively involved in the annual Ananta Godrej Ideas India dialogue series promoting gender equality and workplace conflict resolution and wellbeing. She is also the Honorary Secretary and Board member at CanSupport, an NGO which is a leader in palliative care for the underprivileged across several states in India.

Terms and conditions of appointment: Please refer to the explanatory statement to the resolution set out at item no. 5 of this AGM notice.

Date of first appointment to the Board, last drawn remuneration and number of Board meetings attended: Ms. Radhika Shapoorjee was appointed by the Board on May 22, 2025 as an Additional Director categorised as Independent, to hold office till the ensuing 40th AGM. Accordingly the proposal for her appointment as an Independent Director is being placed before the shareholders for their approval at the AGM. Ms. Radhika attended all the Board meetings that she was eligible to attend.

Remuneration proposed to be paid: Please refer to the explanatory statement to the resolution set out at item no. 5 of this AGM notice.

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

Shareholding in the Company as on the date of this Report: Nil

Disclosure of relationships between directors inter-se: None

Listed entities (other than this Company) in which Ms. Radhika Shapoorjee holds directorship and committee membership: Nil

Listed entities from which Ms. Radhika Shapoorjee has resigned in the past three years: Nil

Any Other Directorships:

S.no	Name of the Company	Designation
I.	Digital5 Strategic Communications Private Limited	Director
II.	Mediation Mantras Private Limited	Director

- 1. Ms. Radhika does not hold any memberships or chair positions on any Committee of any of these companies.
- 2. Ms. Radhika has been inducted as a member of the Audit Committee and Nomination and Remuneration Committee of the Company w.e.f May 22, 2025.



Mr. Jayadev Galla, Chairman, Managing Director & CEO

Mr. Jayadev Galla (DIN: 00143610 Age: 59 years) currently serves as the Chairman, Managing Director & CEO of the Company. He has been associated with the Company as a Co-Founder since its inception in the year 1985. He joined the Board in the year 1994 and has worked in various capacities till he became the Managing Director of the Company. Under his guidance and leadership, the Company has achieved many milestones viz., including the crossing of ₹ 10,000 crore turnover, expanding its footprint in overseas markets, especially in the Indian Ocean Rim, etc. He has been very active in steering the Company's strategy and growth plan. Prior to joining the Company, he served as International Sales Executive, GNB Battery Technologies, Inc., USA. Apart from being an entrepreneur, Mr. Jayadev Galla is a member of the World Economic Forum (WEF) representing the Amara Raja Group and a National Council Member of Confederation of Indian Industry (CII). He is appointed as a Governor of the Electricity Industry, WEF.

Mr. Jayadev holds a Bachelor's degree in Political Science and Economics from University of Illinois at Urbana Champaign, USA. .

Terms and conditions of appointment including remuneration proposed to be paid: As laid out in Item no. 6 & 7 of the Annexure I of this Notice.

Date of first appointment to the Board, last drawn remuneration and number of Board/Committee meetings attended:

Mr. Jayadev Galla first joined the Board on March 12, 1994 and was appointed as the Managing Director of the Company in August 2003. Details pertaining to his appointment, remuneration, and number of meetings attended are provided in the corporate governance report of this Integrated Annual Report 2024-25. Mr. Jayadev has attended all the Board and Committee meetings held during the year except for the meeting held in March 26, 2025 due to personal pre-occupation.

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

Shareholding in the Company as on date of Notice: Mr. Jayadev Galla, Promoter of the Company does not hold any shares/convertible instruments in the Company. Mr. Jayadev Galla, is also a Director in RNgalla Family Private Limited (RFPL), promoter of the Company. RFPL holds 32.86% of the equity share capital of the Company.

Disclosure of relationships between directors inter-se: Mr. Jayadev Galla is the maternal uncle of both the Executive Directors (Mr. Vikramadithya Gourineni and Mr. Harshavardhana Gourineni) of the Company.

Listed entities (other than this Company) in which Mr. Jayadev holds directorship and committee membership: Nil

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

Any other Directorships:

S.no	Name of the Company	Directorship
I.	Mangal Industries Limited	Director
II.	Amara Raja Electronics Limited	Director
III.	RNgalla Family Private Limited	Director
IV.	Amara Raja Infra Private Limited	Director
V.	Amara Raja Media Private Limited	Director
VI.	Amara Raja Blaze Technologies Private Limited	Director
VII.	Tropical Islands Spas and Resorts Private Limited	Director
VIII.	Amara Raja Advanced Cell Technologies Private Limited, wholly owned subsidiary	Managing Director
IX.	Rajanna Foundation (Section 8 Company)	Director

*Mr. Jayadev Galla does not hold any memberships or chair positions in Audit Committee or Stakeholders' Relationship Committee in any of the above mentioned companies.

Communication on tax deducted at source

Dear Shareholders,

As you may be aware that as per the revised provisions of the Income Tax Act 1961 ("IT Act"), dividends paid or distributed by a company after April 1, 2020 are taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source at the applicable rates ("TDS") at the time of making the payment of dividends as and when declared by the Company. However, no withholding of tax is applicable if the dividend payable to resident individual shareholders having valid PAN is less than ₹ 10,000 per annum

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

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

For Resident Shareholders:

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



For Resident Shareholders:

Particulars	Applicable TDS Rate	Documents required (if any)
Non-resident shareholders including Foreign Institution Investors (FIIs) / Foreign Portfolio Investors (FPI's)	20% (plus applicable surcharge and cess)	<p>Non-resident shareholders may opt for tax rate under Double Taxation Avoidance Agreement ("Tax Treaty"). The Tax Treaty rate shall be applied for tax deduction at source on submission of following documents to the Company:</p> <ul style="list-style-type: none"> Self-attested copy of the PAN Card, if any, allotted by the Indian authorities Self-attested Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is a resident. Self-declaration in electronically filed Form-10F (online link at https://eportal.incometax.gov.in/) with effect from April 1, 2023 to avail the benefit of DTAA. Self-declaration from Non-resident, primarily covering the following is available on the company's website www.amararajaeandm.com under the 'Downloads' section: <ul style="list-style-type: none"> Shareholder is and will continue to remain a tax resident of the Country of its residence during the financial year for which it is declared Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and Shareholder does not have a taxable presence or a permanent establishment in India during the financial year for which it is declared
Submitting Order u/s 197 of the Act (i.e. lower or NIL withholding tax certificate)	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority.

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

- As per Section 139AA of the Income Tax Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply to this, the PAN allotted shall be deemed to be invalid/inoperative and tax shall be deducted at the rate of 20% as per the provisions of section 206AA of the Act. The Company will be using functionality of the Income-tax department for the above purpose. Provisions will be effective from July 1, 2023. Shareholders may visit <https://www.incometax.gov.in/iec/foportal/> for FAQ issued by Government on PAN Aadhar linking.
- Shareholders who are exempted from TDS provisions through any circular or notification may need to provide documentary evidence in relation to the same to enable the Company in applying the appropriate TDS on Dividend payment to such shareholder. The aforesaid documents, as applicable, are required to be duly completed, signed and shall be sent to investor@cameoindia.com or investorservices@amararaja.com. The Company shall determine the appropriate TDS / withholding tax rate applicable based on the declarations received by it as on the Record Date(s) fixed by it for the dividend(s) proposed, if any.
- The updation of PAN, submission of Form 15G/15H, submission of documents including declaration from non-resident shareholders and any documents submission with regard to TDS shall reach the RTA at investor@cameoindia.com.
- The above communication on TDS sets out the provisions of the law in a summary only and does not purport to be a complete analysis or listing of all potential tax consequences. Shareholders should consult with their own tax advisors for the tax provisions that may be applicable to them.

5. Kindly note that no claim shall lie against the Company for the tax deducted at source on Dividend. It may further be noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from the shareholders, the shareholders may file return of income and claim refund of tax, as appropriate.
6. The Company shall arrange to email the soft copy of TDS certificate at your registered email ID in due course, post payment of the dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometaxindiaefiling.gov.in/>
7. If the tax is deducted at a higher rate in absence of receipt of or satisfactory completeness of the afore-mentioned details / documents by Company before Dividend Processing Period, the shareholder(s) may claim an appropriate refund in the return of income filed with their respective Tax authorities.
8. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
9. In the event the registered shareholder intends to transfer the TDS credit on the dividend income to other persons as per Rule 37BA of the Income Tax Act 1962, such shareholder is required to submit the duly signed Declaration containing the name, address and PAN of the person to whom the TDS credit is to be given and the reasons for giving the credit to such person. Incomplete declaration forms will not be entertained by the company for transfer of TDS credit. The registered shareholder shall indemnify the Company for any incorrect or misleading information furnished in the Declaration.
10. Needless to mention, valid Permanent Account Number ("PAN") will be mandatorily required. Shareholders who are required to link Aadhaar number with PAN as required under section 139AA(2) read with Rule 114AAA, should compulsorily link the same immediately. If, as required under the law, any PAN is found to have not been linked with Aadhaar then such a PAN will be inoperative and Tax would be deducted at a higher rate under section 206AA of the Act.
11. Updation of PAN, Email address and other details: All the shareholders are requested to update their residential status, email address, mobile number, residential address, category and other details with their relevant depositories through their depository participants, in case the shares are held in electronic form or with the Company, in case the shares are held in physical form, as may be applicable. The Company is obligated to deduct TDS based on the records made available by National Securities Depository Limited and Central Depository Services (India) Limited (collectively referred to as 'the Depositories') in case of shares held in demat mode and from the records of the Company in case of shares held in physical mode and no request will be entertained for revision of TDS return.
12. Updating of Bank Account: Shareholders holding shares in demat mode are requested to ensure that their bank account details are updated with their respective demat accounts, to enable the Company to make timely credit of dividends in their respective bank accounts.
13. In order to enable us to determine the appropriate tax rate at which tax has to be deducted at source under the respective provisions of the Act, we request you to provide the above mentioned details and documents as applicable to you on or before Thursday, August 7, 2025. The dividend will be paid after deduction of TDS as determined on the basis of the aforementioned documents provided by the respective shareholders as applicable to them and satisfactory review of the documents by the Company.
14. No communication on the tax determination/ deduction shall be considered after Thursday, August 7, 2025.

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