Notice of the Annual General Meeting

To the members of
AMARA RAJA ENERGY & MOBILITY LIMITED

NOTICE is hereby given that the 41st Annual General Meeting (AGM) of the members of Amara Raja Energy & Mobility Limited will be held on Monday, August 10, 2026, 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 3, as **ordinary resolution(s)**.

1. To adopt the audited Financial Statements (standalone and consolidated) of the Company for the Financial Year ended March 31, 2026, 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/- per share on the Company's equity shares for the Financial Year ending March 31, 2026.

3. To re-appoint Mr. Harshavardhana Gourineni (DIN: 07311410), who retires by rotation as a director and being eligible, offers himself for re-appointment.

Special Business:

4. **To re-appoint Mr. Harshavardhana Gourineni (DIN: 07311410), as an Executive Director of the Company w.e.f June 12, 2026, 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 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), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, re-appointment of Mr. Harshavardhana Gourineni (DIN: 07311410) as an Executive Director of the Company for a period of 5 (five) years w.e.f. June 12, 2026 to June 11, 2031, be and is hereby approved on the terms and conditions including remuneration as set out in the Annexure I to the Notice convening this 41st 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. Harshavardhana Gourineni in such manner as may be determined by the Board, subject to the total remuneration payable to Mr. Harshavardhana Gourineni, not exceeding 2.5% 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 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."

5. **To approve payment of remuneration to Mr. Harshavardhana Gourineni (DIN: 07311410), Executive Director of the Company pursuant to Listing Regulations.**

   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 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. Harshavardhana Gourineni (DIN: 07311410), Executive Director of the Company, for a period of 5 (five) years w.e.f. June 12, 2026 to June 11, 2031, 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 payable to Mr. Harshavardhana Gourineni, not exceeding 2.5% of the net profits of the Company per annum on the terms and conditions including remuneration as set out in the Annexure I to the Notice convening this 41st Annual General Meeting.

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."

6. To re-appoint Mr. Vikramadithya Gourineni (DIN: 03167659), as an Executive Director of the Company w.e.f June 12, 2026, 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 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), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, re-appointment of Mr. Vikramadithya Gourineni (DIN: 03167659) as an Executive Director of the Company for a period of 5 (five) years w.e.f. June 12, 2026 to June 11, 2031, be and is hereby approved on the terms and conditions including remuneration as set out in the Annexure I to the Notice convening this 41st 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 re-appointment, including, *inter alia,* designation, remuneration, including authority to determine/ vary from time to time the structure of remuneration i.e amount of salary, perquisites, other benefits and allowances, variable performance pay and commission payable to Mr. Vikramadithya Gourineni in such manner as may be determined by the Board, subject to the total remuneration payable to Mr. Vikramadithya Gourineni, not exceeding 2.5% 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 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."

7. To approve payment of remuneration to Mr. Vikramadithya Gourineni (DIN: 03167659), Executive Director of the Company pursuant to Listing Regulations

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 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. Vikramadithya Gourineni (DIN: 03167659), Executive Director of the Company, for a period of 5 (five) years w.e.f. June 12, 2026 to June 11, 2031, 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 payable to Mr. Vikramadithya Gourineni (DIN: 03167659), not exceeding 2.5% of the net profits of the Company per annum on the terms and conditions including remuneration as set out in the Annexure I to the Notice convening this 41st Annual General Meeting.

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 ratify the remuneration payable to the Cost Auditors for the FY27

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 and any other relevant rules, as amended from time to time, based on recommendation of the Audit Committee and Board of Directors, 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 FY27 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**

Vikas Sabharwal
Company Secretary
& General Counsel
FCS: 5354

Date: May 25, 2026
Place: New Delhi

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") circulars, the first being General Circular Nos. 14/2020, dated April 8, 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", the latest one being dated September 22, 2025, and any SEBI circulars issued in this regard (collectively referred to as "Circulars") permitted the holding of the AGM through Video Conferencing (VC) /Other Audio Visual Means (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 41st AGM shall be deemed to be the Company's Registered office.

2. The VC/OAVM facility for members to attend 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. 23 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's 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 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. Harshavardhana Gourineni & Mr. Vikramadithya Gourineni, Executive Directors, proposed to be re-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 this notice of the 41st AGM.

8. In compliance with the aforesaid Circulars, the Integrated Annual Report 2025-26, 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 is being sent by electronic mode to all the members whose e-mail addresses 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 their email ids 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 Integrated Annual Report FY26 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 Integrated Annual Report FY26 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 and the Certificate from the Secretarial Auditors of the Company certifying that the ESOP Scheme of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, 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. Monday, August 10, 2026. 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 Tuesday, July 28, 2026, to Saturday, August 1, 2026 (both days inclusive).

12. The record date for the purpose of the final dividend of FY26 is Monday, July 27, 2026. The final dividend, if declared, shall be paid on or before Wednesday, September 9, 2026, 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, 2025 (IT Act) dividend income is taxable in the hands of the members. The Company deducts tax at source (TDS) from dividend paid to the Members at prescribed rates. 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.amararajaeandm.com in the Investors section as soon as possible, after the meeting is concluded.

15. Questions prior to AGM: Members seeking any information or asking questions with regard to the financial statements of the Company or on any matter in the Annual Report 2025-26 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 Tuesday, August 4, 2026 (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 RTA.

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 (DPs) 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 DPs 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. 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 FY18 and interim dividend for FY19, which had remained unclaimed and unpaid for seven consecutive years, to the IEPF. The due dates for transferring final dividend declared for FY19 and interim dividend for the FY20 which have remained unclaimed/unpaid thereafter to IEPF are given in the Additional Shareholder Information i.e. Annexure E to Corporate Governance report. Details of unpaid/unclaimed dividend lying with the Company as of March 31, 2026, is available on the Company's website i.e. www.amararajaeandm.com.

21. 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 consecutive 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. During FY26, the

Company has transferred to the IEPF Authority all shares in respect of which final dividend declared in FY18 and interim dividend in FY19, had remained unpaid or unclaimed for seven consecutive years or more as per the 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. The members may refer to the 'Shareholders' Manual' available on the Company's website at https://www.amararajaeandm.com/Investors/corporate-governance-policies.

22 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 41st 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. 23.

b. The remote e-voting event number (EVEN) is 139764. The remote e-voting will commence on Thursday, August 06, 2026 (9:00 a.m. IST) and end on Sunday, August 09, 2026 (5:00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialised form as on Monday, August 03, 2026, i.e. cut-off date, may cast their vote electronically. NSDL shall disable the e-voting module for voting on August 09, 2026, after 5.00 p.m. 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. Monday, August 03, 2026, 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. Monday, August 03, 2026, may follow the steps mentioned in the Serial No 23 of this 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. 23 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. Monday, August 03, 2026. 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. Monday, August 03, 2026, shall only be entitled to avail the facility of remote e-voting and e-voting during the AGM.

g. The Board of Directors have 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).

23. E- Voting instructions:

The Company's EVEN is: 139764. The remote e-voting period begins on Thursday, August 06, 2026 at 09:00 A.M. IST and ends on Sunday, August 09, 2026 at 05:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Monday August 03, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, August 03, 2026.

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.

Notice

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.	1. 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. 2. 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. 3. 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 4. 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.

	5. 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	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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

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

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

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 139764 then user ID is 139764001***

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

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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

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

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

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Amit Vishal at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorservices@amararaja.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (investorservices@amararaja.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 **(A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

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 EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Members will be provided with a facility to attend the EGM/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. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. 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.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number to investorservices@amararaja.com. The same will be replied by the Company suitably.

6. 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 Thursday, July 30, 2026 to Tuesday, August 4, 2026, (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.

7. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

8. 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.

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 special businesses mentioned in the accompanying notice dated May 25, 2026, and shall form part of the notice.

Item No 4, Item No 5:

The members of the Company, at the Annual General Meeting held on August 14, 2021, had appointed Mr. Harshavardhana Gourineni as an Executive Director of the Company for a period of five years, from June 12, 2021 to June 11, 2026, with total remuneration not exceeding 2.5% of the net profits of the Company for each financial year. His current tenure is set to expire on June 11, 2026.

The members are informed that Company underwent significant changes during the previous year, including retirement of key senior management personnel, induction of a new Independent Director, conclusion of term of a seasoned Independent Director along with highly volatile global business environment.

The members are further informed that as a part of its terms of reference and the Company's Nomination & Remuneration Policy, the Nomination and Remuneration Committee (NRC) periodically reviews the composition of the Board vis-a-vis peer companies and continues to evaluate potential profiles of business leaders and industry experts for induction on the Board.

After considering the current Board composition, Company's succession planning and the outcome of Board evaluation of Mr. Harshavardhana Gourineni, the Board and NRC have considered appropriate to maintain the existing composition of the Board, in order to safeguard stakeholders' interest. The Board and NRC deem necessary that Mr. Harshavardhana's continued presence on the Board as a business enabler would be beneficial to the Company.

Recognizing his invaluable contributions to the Automotive and Industrial business of the Company as detailed in Annexure II to this Notice of AGM, the Board and NRC has recommended Mr. Harshavardhana's re-appointment as Executive Director on the terms and conditions, including remuneration as set out herein below, for a further period of five years, effective from June 12, 2026 to June 11, 2031, pursuant to the provisions of the Act, rules thereunder and Listing Regulations, subject to the approvals of the members.

As per the provisions of Sections 196, 197 and 198 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. Harshavardhana Gourineni as the Executive Director for the period from June 12, 2026 to June 11, 2031.

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 executive directors, 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. Harshavardhana Gourineni, Executive Director along with Mr. Jayadev Galla, Chairman, Managing Director & CEO, and Mr. Vikramadithya Gourineni, Executive Director (being promoters), may exceed the threshold of 5% of the net profits of the Company. Accordingly, in compliance with the regulatory provisions, approval of the members is also being sought through a special resolution.

The broad particulars of the terms and conditions of re-appointment including remuneration payable to Mr. Harshavardhana Gourineni as Executive Director, are as follows:

1. The Executive Director 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 appointment/agreement: 5 years from June 12, 2026, to June 11, 2031.
3. Remuneration comprising of salary, perquisites/ benefits and variable component determined as commission shall be as follows:
   a. Salary: ₹ 12,00,000/- per month
   b. Perquisites/benefits
      - **i. Housing:** Rent Free accommodation or House Rent Allowance as may be applicable to the employees of the Company or provision of furnished accommodation.
      - **ii. Medical reimbursement:** Reimbursement of medical expenses incurred for self and family and dependent parents, subject to a ceiling of one month's salary per year.
      - **iii. Leave travel concession:** Leave Travel Concession for self and family to and from any place in India, once in a year in accordance with the rules of the Company.
      - **IV. Provident fund:** Contribution to Provident Fund, Superannuation Fund or Annuity Fund to

the extent these, either singly or put together, are not taxable under the Income Tax Act, 2025.

V. **Leave encashment:** Encashment of leave 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 a % of profit to be determined annually by the Nomination and Remuneration Committee after considering the performance of the Company, Mr. Harshavardhana Gourineni's strategic contribution and performance metrics, which shall not exceed 2.5% of the net profits of the Company.

4 **Overall remuneration:** The aggregate of salary, perquisites and commission payable to Mr. Harshavardhana Gourineni in any financial year shall not exceed 2.5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 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. Harshavardhana Gourineni, the Company has no profits or its profits are inadequate, the Company shall pay him 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. Harshavardhana Gourineni 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 may be altered, enhanced or varied from time to time by the Board as it may, in its discretion, deem fit.

8. The employment may be terminated by either party after giving the other party three months' notice.

9. Mr. Harshavardhana Gourineni shall not be entitled to receive any fees for attending meetings of the Board/Committees.

The particulars of Mr. Harshavardhana Gourineni viz., qualifications, directorships and memberships of 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. Harshavardhana Gourineni and based on the recommendation of the Nomination and Remuneration Committee, unanimously recommends the proposal for re- appointment of Mr. Harshavardhana Gourineni as the Executive Director of the Company and payment of the remuneration in compliance with Listing Regulations, for approval of the members through ordinary resolution, special resolution, respectively as set out at item no. 4, item no. 5 of this notice.

Mr. Harshavardhana Gourineni and Mr. Vikramadithya Gourineni, Executive Directors are related to each other. Further, Mr. Jayadev Galla, Chairman, Managing Director & CEO is deemed to be related to Mr. Harshavardhana and Mr. Vikramadithya and all three of them are promoters of the Company. They are concerned or interested in the resolutions as set out in item no. 4, item no. 5 of this notice with regard to re-appointment and payment of remuneration to Mr. Harshavardhana Gourineni.

None of the other directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 4, item no. 5 of this notice.

Item No 6, Item No. 7:

The members of the Company, at the Annual General Meeting held on August 14, 2021, appointed Mr. Vikramadithya Gourineni as Executive Director of the Company for a period of five years, from June 12, 2021 to June 11, 2026, with total remuneration not exceeding 2.5% of the net profits of the Company for each financial year. The current tenure is set to expire on June 11, 2026.

The members are informed that Company underwent significant changes during the previous year, including retirement of key senior management personnel, induction of a new Independent Director, conclusion of term of a seasoned Independent Director along with highly volatile global business environment.

The members are further informed that as a part of its terms of reference and the Company's Nomination & Remuneration Policy, the Nomination and Remuneration Committee (NRC) periodically reviews the composition of the Board vis-a-vis peer companies and continues to evaluate potential profiles of business leaders and industry experts for induction on the Board.

After considering the current Board composition, Company's succession planning and the outcome of Board evaluation of Mr. Vikramadithya Gourineni, the Board and NRC have considered appropriate to keep the existing composition of the whole-time directors on the Board unchanged, in order to safeguard stakeholders' interest. The Board and NRC deemed necessary that Mr. Vikramadithya's continued presence on the Board as a business enabler would be beneficial to the Company.

Recognizing his invaluable contributions in spearheading the New Energy business as detailed in Annexure II to this Notice of AGM and other key initiatives, the Nomination and Remuneration Committee (NRC) has recommended Mr. Vikramadithya's re-appointment as Executive Director on the terms and conditions, including remuneration as set out herein below for a further period of five years, effective from June 12, 2026 to June 11, 2031, 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 and 198 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. Vikramadithya Gourineni as the Executive Director for the period from June 12, 2026 to June 11, 2031.

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

The broad particulars of the terms and conditions of re-appointment including remuneration payable to Mr. Vikramadithya Gourineni as Executive Director are as follows:

1 The Executive Director 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 appointment/ agreement: 5 years from June 12, 2026, to June 11, 2031.

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

   a. Salary: ₹ 12,00,000/- per month

   b. Perquisites/benefits

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

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

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

      iv. **Provident fund:** Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 2025.

      v **Leave encashment:** Encashment of leave 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 a % of profit to be determined annually by the Nomination and Remuneration Committee after considering the performance of the Company, Mr. Vikramadithya Gourineni's strategic contribution and performance metrics, which shall not exceed 2.5% of the net profits of the Company.

4. **Overall remuneration:** The aggregate of salary, perquisites and commission payable to Mr. Vikramadithya Gourineni in any financial year shall not exceed 2.5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 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. Vikramadithya Gourineni, the Company has no profits or its profits are inadequate, the Company shall pay him 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. Vikramadithya Gourineni 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 may be altered, enhanced or varied from time to time by the Board as it may, in its discretion, deem fit.

8. The employment may be terminated by either party after giving the other party three (3) months' notice.

9. Mr. Vikramadithya Gourineni shall not be entitled to receive any fees for attending meetings of the Board/Committees

The particulars of Mr. Vikramadithya Gourineni viz., qualifications, directorships and memberships of 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. Vikramadithya Gourineni and based on the recommendation of the Nomination and Remuneration Committee, unanimously recommends the proposal for re-appointment of Mr. Vikramadithya Gourineni as the Executive Director of the Company and payment of the remuneration, for approval of the members through ordinary resolution, special resolution, respectively as set out at item no. 6, item no. 7 of this notice.

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

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

Item no. 8

The Board of Directors, at their meeting held on May 25, 2026, 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 FY27 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. 8 of this notice ratifying the remuneration payable to the Cost Auditors for the FY27. 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, or their relatives are interested financially or otherwise in the resolution, as set out in Item no. 8 of this notice.

By Order of the Board of Directors
For **Amara Raja Energy & Mobility Limited**

Vikas Sabharwal
Company Secretary
& General Counsel,
FCS: 5354

Date: May 25, 2026
Place: New Delhi

Annexure-II

Brief particulars of the Director(s) proposed for 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:

Brief Profile of Mr. Harshavardhana Gourineni, Executive Director:

Mr. Harshavardhana Gourineni (DIN: 07311410) (Age: 38 years) is an accomplished industrial leader and Executive Director – Automotive & Industrial at Amara Raja Energy & Mobility Limited (ARE&M), where he leads businesses generating over USD 1.5 billion in revenue. He plays a pivotal role in driving the Company's transformation into a future-ready energy and mobility enterprise, anchored in operational excellence, innovation and global expansion.

Mr. Harshavardhana holds a degree in Industrial and Organizational Psychology from Purdue University, USA, and began his career with Johnson Controls (now Clarios) in the United States, gaining early exposure to world-class manufacturing systems and demand planning. This foundation continues to shape his leadership approach, combining performance discipline with agility and continuous improvement.

As an Executive Director of ARE&M since 2021, Mr. Harshavardhana has led several strategic initiatives that reinforce ARE&M's market leadership. Under his leadership, the Company has delivered strong business momentum, including consistent revenue and volume growth across core automotive segments, expansion into high-growth adjacencies and the successful introduction of advanced battery technologies such as AGM and EFB for both OEM and aftermarket applications. He has also played a critical role in deepening OEM partnerships, resulting in multiple quality, delivery, and sustainability recognitions from leading automotive manufacturers, while strengthening the Company's position across key platforms and programs.

A strong proponent of operational excellence, Mr. Harshavardhana has institutionalized a culture of continuous improvement across manufacturing, with large-scale employee participation in quality initiatives that have earned national and international recognition. At the same time, he has accelerated the Company's digital transformation journey, enabling smart manufacturing through real-time analytics, automation, and data-driven decision-making to improve productivity, quality and cost efficiency.

Mr. Harshavardhana has been instrumental in expanding ARE&M's global footprint, with the company's products now reaching over 70 countries. He continues to focus on strengthening international markets, building strategic customer relationships, and enhancing brand visibility worldwide.

A strong advocate of sustainability and clean energy, Harsha has championed initiatives in renewable energy adoption, circularity, and responsible manufacturing, including investments in solar power and recycling capabilities. Known for his execution-oriented mindset, collaborative leadership style, and future-focused vision, Harshavardhana Gourineni remains a key force behind ARE&M's continued growth and its evolution into a globally competitive, innovation-driven energy and mobility enterprise.

He played a pivotal role in the establishment of ARCS, a wholly owned subsidiary, and the setting up of a state-of-the-art battery recycling plant at Cheyyar, Tamil Nadu. The facility, which will be the first in India to use de-sulphurisation technology, is expected to significantly contribute to the Company's lead and alloy requirements while enabling higher lead recovery and minimising waste, further strengthening the Company's commitment to sustainable growth.

Terms and conditions of appointment including remuneration proposed to be paid: As laid out in Item no. 4, item no. 5 of the Annexure I of this Notice. His office as a director is subject to retirement by rotation.

Date of first appointment to the Board, last drawn remuneration and number of Board meetings attended: Mr. Harshavardhana was first appointed to the Board on June 12, 2021 as Executive Director for a term of five years till June 11, 2026. Other details pertaining to Mr. Harshavardhana are provided in the corporate governance report of this Integrated Annual Report 2025-26. He attended all the Board, Committee and Shareholders' meetings held during the FY26.

Expertise in specific functional area and skills and capabilities required for the role and the manner in which he meets such requirements: In addition to his educational qualifications, extensive functional experience, and significant contribution to the growth of the Company's automotive business, he brings deep expertise in strategy, corporate governance, board leadership, business management, finance, technology, and human resources.

Shareholding in the Company as on the date of this Report: Mr. Harshavardhana, Promoter of the Company does not hold any shares/ convertible instruments in the Company. He is also a Director in Amara Raja Enterprises Private Limited (AREPL, formerly known as RNGalla Family Private Limited (RFPL)), promoter of the Company. AREPL 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. Vikramadithya Gourineni, Executive Director.

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

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

Directorships and Committee positions:

S. No.	Name of the Company	Designation
i.	Amara Raja Power Systems Limited, WOS	Director
ii.	Amara Raja Advanced Cell Technologies Private Limited, WOS	Director
iii.	Amara Raja Circular Solutions Private Limited, WOS	Director
iv.	Amara Raja Enterprises Private Limited (Formerly known as RNGalla Family Private Limited)	Director
v.	HG Global Private Limited	Director
vi.	Mangal Industries Limited*	Director
vii.	Amara Raja Media Private Limited	Director
viii.	Amara Raja Infra Private Limited	Director

*He is a member of Audit Committee.

Notice

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

Brief Profile of Mr. Vikramadithya Gourineni, Executive Director:

Mr. Vikramadithya Gourineni (DIN: 03167659) (Age: 37 years) serves as the Executive Director – New Energy Business at Amara Raja Energy & Mobility Limited (ARE&M), where he leads ARE&M's strategic transition into next-generation energy and mobility solutions, as the head of the New Energy Business. His visionary and transformational approach has positioned the company to spearhead the next phase of growth.

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 Executive Director of ARE&M since 2021, Mr. Vikramadithya has revolutionised the energy and mobility segment of the Company, contributing to a greener and more sustainable future. Under his leadership, the New Energy business was repositioned to align with ARE&M's broader Energy & Mobility strategy, with a focus on advanced power electronics and integrated energy solutions including EV charging infrastructure, home energy solutions, stationary energy storage systems and critical power applications.

As part of ARE&M's New Energy initiative, Mr. Vikramadithya played a key role in driving the business of Amara Raja Advanced Cell Technologies Private Limited (ARACT) and Amara Raja Power Systems Limited (ARPS), wholly owned subsidiaries. He is currently spearheading the development of the Amara Raja Giga Corridor, ~300-acre integrated energy storage manufacturing corridor comprising advanced research facilities, lithium-ion cell manufacturing, battery pack assembly and advanced systems integration for mobility and stationary storage applications.

ARACT is developing one of India's largest integrated new energy manufacturing ecosystems, including a 16 GWh gigafactory and e^{+} Energy Labs, a collaborative R&D platform focused on developing advanced chemistries and energy storage technologies tailored for Indian operating conditions. ARACT today supplies advanced battery packs, chargers and energy solutions to leading mobility and industrial customers across India.

ARPS continued to strengthen its presence across industrial chargers, integrated power systems, EV charging solutions, Battery Energy Storage Systems (BESS) and Home Energy portfolio through development of lithium-based Home UPS (HUPS) systems and hybrid inverter platforms for residential and small commercial applications. It recorded improved commercial traction in DC fast charging solutions, expanding its customer base across Charge Point Operators (CPOs), infrastructure developers and OEMs, supported by increased order inflows and localisation initiatives aligned with Phased Manufacturing Programme (PMP) guidelines.

In addition to his operational responsibilities, Mr. Vikramadithya has also contributed to enterprise-wide strategic initiatives spanning strategic planning, organizational development, corporate communications and capability building across the ARE&M.

Terms and conditions of appointment including remuneration proposed to be paid: As laid out in Item no. 6, Item no. 7 of the Annexure I of this Notice. His office as a director is subject to retirement by rotation

Date of first appointment to the Board, last drawn remuneration and number of Board meetings attended: Mr. Vikramadithya was first appointed to the Board on June 12, 2021 as Executive Director for a term of five years till June 11, 2026. Other details pertaining to Mr. Vikramadithya are provided in the corporate governance report of this Integrated Annual Report 2025-26. He attended all the Board, Committee and Shareholders' meetings held during the FY26.

Expertise in specific functional area and skills and capabilities required for the role and the manner in which he meets such requirements: In addition to his educational qualifications and extensive functional experience, he has made significant contributions to the growth of the Company's New Energy business. He has played a pivotal role in driving the Company's lithium-ion cell manufacturing initiative in India by leading technology evaluation, strategic partnerships, cross-border collaborations, and technology tie-ups. His areas of expertise include strategy, technology, corporate governance, board leadership, business management, finance, and human resources.

Shareholding in the Company as on the date of this Report: Mr. Vikramadithya, Promoter of the Company does not hold any shares/ convertible instruments in the Company. He is also a Director in Amara Raja Enterprises Private Limited (AREPL, formerly known as RNGalla Family Private Limited (RFPL)), promoter of the Company. AREPL 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. Vikramadithya holds directorship and committee membership: Nil

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

Directorships and Committee positions:

S. No.	Name of the Company	Designation
i.	Amara Raja Power Systems Limited, WOS	Director
ii.	Amara Raja Advanced Cell Technologies Private Limited, WOS	Director
iii.	Amara Raja Circular Solutions Private Limited, WOS	Director
iv.	Amara Raja Electronics Limited*	Director
v.	Amara Raja Enterprises Private Limited (Formerly known as RNGalla Family Private Limited)	Director
vi.	Amara Raja Media Private Limited	Director
vii.	Amara Raja Infra Private Limited*	Director
viii.	Amara Raja Design Alpha Private Limited	Director
ix.	Inobat AS, Norway	Director

*He is a member of Audit Committee

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

Communication on tax deducted at source

Dear Shareholders,

As you may be aware that as per the revised provisions of the Income Tax Act 2025 ("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 (TDS) at the applicable rates at the time of making the payment of dividends as and when declared by the Company.

As per revised provisions the IT Act, 2025 (Act), companies paying dividend are required to withhold tax at the applicable tax rates (for Resident shareholder at 10% with valid Permanent Account Number (PAN) or at 20% without/invalid PAN and for Non-Resident shareholders at the rates prescribed under the Act or Tax Treaty, read with Multilateral Instruments, if applicable). The TDS 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. However, no withholding of tax is applicable if the dividend payable to resident individual shareholders having valid PAN is less than Rs. 10,000 per annum.

Hence we request your attention to the below requirements:

For Resident Shareholders:

Particulars	**Applicable TDS Rate**	**Documents required (if any)**
With PAN	10%	Update the PAN, if not already done: a. (In case of shares held in Demat mode): With the depositories b. (In case of shares held in physical mode) : With the Company's Registrar and Transfer Agents - Cameo Corporate Services Limited at https://investors.cameoindia.com .
Without PAN/ Invalid PAN	20%	N. A.
Failed to link PAN with Aadhaar	20%	N.A.
Submit Form 121 (Erstwhile Form 15G/15H)	NIL	Declaration in Form No. 121, fulfilling certain conditions under the Act. Form 121 can be downloaded from https://investors.cameoindia.com . The Form 121 can be uploaded at https://investors.cameoindia.com provided by the Company's RTA .
Submit Order under Section 395 of the Act	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from Income Tax authority.
Shareholders to whom Section 393(1) Table: Sl.no. 7 of the Act is not applicable	NIL	Documentary evidence that the said provisions are not applicable.
Persons Covered under Section 393(5) of the Act (e.g. Mutual Funds, Govt., RBI)	NIL	Documentary evidence that the shareholder is covered under Section 393(5) of the Act and Declaration that their income is exempt under Section Section 11 read with Schedule VII of the Income Tax Act, 2025 and therefore no TDS is required under Section 393(5)(d) of the Income Tax Act, 2025.
Alternative Investment Funds (AIF) registered with SEBI	Nil	AIF established/incorporated in India - Self- declaration that its income is exempt under Section 11 read with Schedule V of the Income Tax Act, 2025and 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 Non-Resident Shareholders

Particulars	Applicable Rate	Documents required (if any)
Non-resident shareholders including Foreign Institution Investors (FIIs) / Foreign Portfolio Investors (FPI's)	20% (plus applicable surcharge and cess) OR Tax Treaty Rate** (whichever is lower)	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: 1. Self-attested copy of the PAN Card, if any, allotted by the Indian authorities 2. Self-attested Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is a resident. 3. Self-declaration in electronically filed Form-41(Erstwhile Form 10F) (online link at https://eportal.incometax.gov.in/) with effect from April 1, 2023 to avail the benefit of DTAA. 4. Self-declaration from Non-resident, primarily covering the following: i. 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 ii. Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company iii. Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner iv. Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and v. 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 395 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.

Shareholders holding shares under multiple accounts under different status/category and single PAN, may note that, higher of the tax rate as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

1. As per Section 262 of the Income Tax Act, 2025, 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 397 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.

2. 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.

3. The updation of PAN, submission of Form 121(Erstwhile 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.

4. 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 168 (Erstwhile Form 26AS), which can be downloaded from their e-filing account at https://www.incometaxindiaefiling.gov.in/

7. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

8. In the event the registered shareholder intends to transfer the TDS credit on the dividend income to other persons as per Rule 203 of the Income Tax Rules 2026, such shareholder is required to submit the duly signed Declaration containing the name, address and PAN of the person to whom the TDS credit is to be given and the reasons for giving the credit to such person. Incomplete declaration forms will not be entertained by the company for transfer of TDS credit. The registered shareholder shall indemnify the Company for any incorrect or misleading information furnished in the Declaration.

9. **Updation of PAN, Email address and other details:** All the shareholders are requested to update their KYC details such as 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. The forms can be downloaded from the Company's website, i.e. www.amararajaeandm.com.

10. **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.

11. 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 Monday, August 3, 2026. 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. No communication on the tax determination/ deduction shall be considered after Monday, August 3, 2026.

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.