

AMARA RAJA ENERGY & MOBILITY LIMITED*(Formerly known as Amara Raja Batteries Limited)*

CIN: L31402AP1985PLC005305

Registered Office: Renigunta-Cuddapah Road, Karakambadi,
Tirupati, Andhra Pradesh, India-517520

Tel: 91 (877) 226 5000 Fax: 91 (877) 228 5600;

E-mail id: investorservices@amararaja.com; Website: www.amararajaeandm.com**Notice of Postal Ballot***[Pursuant to Section 110 of the Companies Act, 2013, read with the
Companies (Management and Administration) Rules, 2014]*

E-voting commences on	E-voting ends on
Wednesday, November 26, 2025, at 9:00 am IST	Thursday, December 25, 2025, at 5:00 pm IST

Dear Members,

NOTICE is hereby given that pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, issued by Securities and Exchange Board of India ("Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Resolutions appended below are proposed to the members of Amara Raja Energy & Mobility Limited ("Company") to be passed as Special Resolutions by way of Postal Ballot through remote e-Voting.

In compliance with the aforementioned Circulars, Postal Ballot Notice ("Notice") is being sent by email to all the Company's Members who have registered their e-mail addresses with the Company or Depository Participants or Depositories or Cameo Corporate Services Limited, [Registrar & Share Transfer Agent ("RTA")]. Members, as on November 19, 2025 ("cut-off date"), shall be eligible to vote through remote e-voting. Accordingly, the Company has engaged the services of National Securities Depositories Limited (NSDL) for the purpose of providing remote e-voting facility to all its members. Hard copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

Members are requested to read the instructions for remote e-voting in the Notes of this Notice to cast their vote electronically not later than 5:00 p.m. IST on December 25, 2025 (last date for remote e-voting).

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Notice. The Notice will also be placed on the website of the Company at <https://amararajaeandm.com/Investors/annual-general-meetings> and NSDL at www.evoting.nsdl.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.

SPECIAL BUSINESSES

ITEM NO. 1:

TO CONSIDER AND APPROVE AMARA RAJA ENERGY & MOBILITY LIMITED EMPLOYEES STOCK OPTION SCHEME 2025 ("SCHEME").

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules thereunder, Regulation 6 and other relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/notifications/guidance notes issued thereunder, as amended from time to time (collectively referred as "SEBI SBEB&SE Regulations"), the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), any other relevant regulations/guidelines, if any, issued by the SEBI or Reserve Bank of India ("RBI"), any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), Memorandum and Articles of Association of the Company, and subject to applicable approval(s) if so required, based on recommendation of the Nomination and Remuneration Committee ("NRC/Committee") and Board of Directors, the consent of Members of the Company be and is hereby accorded to the introduction and implementation of 'Amara Raja Energy & Mobility Limited Employees Stock Option Scheme 2025' ("Scheme") authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which shall be deemed to include any committee, including the Nomination and Remuneration Committee which has been designated as the Compensation Committee for the purpose of SEBI SBEB&SE Regulations to exercise its powers, including the powers, conferred by this resolution) to create and grant from time to time, in one or more tranches, not exceeding 25,00,000 (Twenty Five Lakhs) employee stock options (being overall "Pool of Options") to or for the benefit of such employees working exclusively with the Company, whether in or outside India, including any Director, whether Whole-Time or not (excluding the employees/Directors who are Promoters and persons belonging to the Promoter Group, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) subject to their eligibility as may be determined under the Scheme, exercisable into not more than 25,00,000 (Twenty Five Lakhs) fully paid up equity shares of face value of Re. 1 (Rupee One) each to be sourced through secondary acquisition, from time to time in one or more tranches at such point(s) in time as may be decided, through an irrevocable trust of the Company namely 'Amara Raja Energy & Mobility ESOS Trust' ("Trust") being set-up by the Company for administering the Scheme, where one Option upon exercise shall convert into one equity share subject to payment/recovery of requisite exercise price and applicable taxes, on such terms, conditions and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the shares specified hereinabove shall be transferred by the Trust to the Eligible employees upon exercise of Options in accordance with the terms of the grant and provisions of the Scheme and such shares shall rank *pari passu* in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT in the event of any corporate action(s) such as a rights issue, bonus issue, merger, demerger, sale of a division, or any other similar transaction, if it becomes necessary for the Company/Trust to transfer additional equity shares to the Eligible Employees, as defined under the Scheme, in order to make a fair and reasonable adjustment to the Options already granted, then the ceiling on the number of equity shares, as specified above, shall be deemed to be automatically adjusted and increased to the extent of such additional shares required to be issued.

RESOLVED FURTHER THAT the trustee(s) of the Trust shall not vote in respect of the Shares subscribed, acquired and held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange(s), the shareholding of the Trust shall be shown as 'Non-Promoter and Non-Public Shareholding'.

RESOLVED FURTHER THAT the trustee of the Trust shall ensure compliance with the provisions of the SEBI SBEB&SE Regulations, Rules made under the Act and all other applicable laws at all times in connection with acquisition, holding and dealing in the Shares of the Company including but not limited to maintenance of proper books of accounts, records and documents in relation to the Scheme and the Trust with appropriate disclosures as prescribed.

RESOLVED FURTHER THAT the Company and Trust shall conform to the accounting policies prescribed from time to time under the SEBI SBEB&SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to consent of the members by way of a special resolution to the extent required under the applicable laws including the SEBI SBEB&SE Regulations and to do all such acts, deeds, matters and things as maybe deemed fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all the activities that the Board of Directors are authorized to do for giving effect to this resolution."

ITEM NO. 2:

TO CONSIDER AND APPROVE GRANT OF OPTIONS TO THE EMPLOYEES OF UNLISTED SUBSIDIARY COMPANY(IES), IN INDIA OR OUTSIDE INDIA, UNDER AMARA RAJA ENERGY & MOBILITY LIMITED EMPLOYEES STOCK OPTION SCHEME

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules thereunder, Regulation 6(3)(c) and other relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/notifications/guidance notes issued thereunder, as amended from time to time (collectively referred as "SEBI SBEB&SE Regulations"), the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), any other relevant regulations/guidelines, if any, issued by the SEBI or Reserve Bank of India ("RBI"), any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), Memorandum and Articles of Association of the Company, and subject to any applicable approval(s) if so required, based on recommendation of the Nomination and Remuneration Committee and Board of Directors, the consent of Members of the Company be and is hereby accorded to the Board of Directors (including Nomination & Remuneration Committee formed by the Board of Directors, designated as the Compensation Committee for this purpose), to extend the benefits of 'Amara Raja Energy & Mobility Limited Employees Stock Option Scheme 2025'

("Scheme") authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which has been designated as the Compensation Committee for the purpose of SEBI SBEB&SE Regulations to exercise its powers, including the powers, conferred by this resolution) to create and grant from time to time, in one or more tranches, not exceeding 25,00,000 (Twenty Five Lakhs) employee stock options (being overall "Pool of Options") to or for the benefit of Eligible Employees of the unlisted Subsidiary Company(ies), whether in or outside India, including any Director, whether Whole-Time or not (excluding the employees/Directors who are Promoters and persons belonging to the Promoter Group, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) subject to their eligibility as may be determined under the Scheme, exercisable into not more than 25,00,000 (Twenty Five Lakhs) fully paid up equity shares of face value of Re. 1 (Rupee One) each to be sourced through secondary acquisition, from time to time in one or more tranches at such point(s) in time as may be decided, through an irrevocable trust of the Company namely 'Amara Raja Energy & Mobility ESOS Trust' ("Trust") being set-up by the Company for administering the scheme, where one Option upon exercise shall convert into one equity share subject to payment/recovery of requisite exercise price and applicable taxes, on such terms and conditions, and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the shares specified hereinabove shall be transferred by the Trust to the Eligible employees upon exercise of Options in accordance with the terms of the grant and provisions of the Scheme and such shares shall rank *pari passu* in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT in the event of any corporate action(s) such as a rights issue, bonus issue, merger, demerger, sale of a division, or any other similar transaction, if it becomes necessary for the Company/Trust to transfer additional equity shares to the Eligible Employees, as defined under the Scheme, in order to make a fair and reasonable adjustment to the Options already granted, then the ceiling on the number of equity shares, as specified above, shall be deemed to be automatically adjusted and increased to the extent of such additional shares required to be issued.

RESOLVED FURTHER THAT the trustee(s) of the Trust shall not vote in respect of the Shares subscribed, acquired and held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange(s), the shareholding of the Trust shall be shown as 'Non-Promoter and Non-Public Shareholding'.

RESOLVED FURTHER THAT the trustee of the Trust shall ensure compliance with the provisions of the SEBI SBEB&SE Regulations, Rules made under the Act and all other applicable laws at all times in connection with acquisition, holding and dealing in the Shares of the Company including but not limited to maintenance of proper books of accounts, records and documents in relation to the Scheme and the Trust with appropriate disclosures as prescribed.

RESOLVED FURTHER THAT the Company, unlisted Subsidiary(ies) and Trust shall conform to the accounting policies prescribed from time to time under the SEBI SBEB&SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to consent of the members by way of a special resolution to the extent required under the applicable laws including the SEBI SBEB&SE Regulations and to do all such acts, deeds, matters and things as may be deemed fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all the activities that the Board of Directors are authorized to do for giving effect to this resolution.”

ITEM NO. 3.

TO CONSIDER AND APPROVE THE SECONDARY ACQUISITION OF COMPANY’S SHARES THROUGH TRUST ROUTE FOR THE IMPLEMENTATION OF AMARA RAJA ENERGY & MOBILITY LIMITED EMPLOYEES STOCK OPTION SCHEME, 2025 (SCHEME)

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

“**RESOLVED THAT** pursuant to the Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules framed thereunder, relevant provisions of the Regulation 3(6), 3(8), 3(11), 6(3)(a) and other relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/notifications/guidance notes issued thereunder, as amended from time to time (collectively referred as “SEBI SBEB&SE Regulations”), the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), any other relevant regulations/guidelines, if any, prescribed by SEBI, the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the Memorandum and Articles of Association of the Company, and subject to applicable approval(s) if so required, based on recommendation of the Nomination and Remuneration Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (including Nomination & Remuneration Committee formed by the Board of Directors, designated as the Compensation Committee for this purpose), to acquire not exceeding 25,00,000 (Twenty Five Lakhs) fully paid up equity shares (“Shares”) of face value of Re. 1/- (Rupee one) each fully paid-up, to be sourced through secondary acquisition, from time to time, in one or more tranches, through the irrevocable trust of the Company namely the ‘Amara Raja Energy & Mobility ESOS Trust’ (“Trust”), being set up by the Company, for the purpose of administering and implementation of the Amara Raja Energy & Mobility Limited Employees Stock Option Scheme, 2025 (Scheme) in due compliance with the provisions of the SEBI SBEB&SE Regulations and other applicable laws.

RESOLVED FURTHER THAT the total number of shares under secondary acquisition held by the Trust in pursuance of the Scheme shall at no time exceed 2% of the paid-up equity capital of the Company at the end of the financial year immediately prior to the year in which members’ approval is obtained, in compliance with the SEBI (SBEB&SE) Regulations as amended, and that secondary acquisition by the Trust in any financial year shall not exceed 2% of the paid-up equity capital as at the end of the respective preceding financial year.

RESOLVED FURTHER THAT in the event of any corporate action(s) such as a rights issue, bonus issue, merger, demerger, sale of a division, or any other similar transaction, the ceiling aforesaid in terms of number of equity shares intended to be purchased by the Trust from secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to the Eligible Employees as per provisions of the SEBI SBEB&SE Regulations and such adjusted number of shares shall be deemed to be the ceiling as originally approved.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SEBI SBEB&SE Regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB&SE Regulations, the Act, and all other applicable laws at all times in connection with dealing with the Equity Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all the activities that the Board of Directors are authorized to do for giving effect to this resolution.”

ITEM NO. 4:

TO CONSIDER AND APPROVE PROVISION OF MONEY BY THE COMPANY FOR PURCHASE OF COMPANY’S SHARES BY THE ‘AMARA RAJA ENERGY & MOBILITY ESOS TRUST’ (“TRUST”), UNDER THE AMARA RAJA ENERGY & MOBILITY LIMITED EMPLOYEES STOCK OPTION SCHEME, 2025 (SCHEME):

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

“**RESOLVED THAT** pursuant to the provisions of Section 67(3)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules framed thereunder, relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, and any circulars/notifications/guidance notes issued thereunder, as amended from time to time (“SEBI SBEB&SE Regulations”), the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), any other relevant regulations/guidelines, the Memorandum and Articles of Association of the Company, and subject to applicable approval(s) if so required, based on recommendation of the Nomination and Remuneration Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, designated as the Compensation Committee for this purpose) to grant a loan, provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, to the irrevocable trust being set up by the Company namely the ‘Amara Raja Energy & Mobility ESOS Trust’ (“Trust”) by such sum of money not exceeding 5% of the aggregate of the paid up share capital and free reserves of the Company or other limit as prescribed under the applicable laws, from time to time, with a view to enable the Trust to acquire / purchase / subscribe to fully paid-up equity shares of the Company of face value of Re. 1/- (Rupee one) each, in or more tranches, through secondary acquisition for the purposes of ‘Amara Raja Energy & Mobility Limited Employees Stock Option Scheme 2025’ (“Scheme”) subject to the ceiling of Equity Shares (“Shares”) as may be prescribed under the Scheme or any other share based employee benefit Scheme which may be introduced by the Company from time to time, with a view to purchase such Shares in line with contemplated objectives of the Scheme or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI (SBEB&SE) Regulations, the Act and any other applicable laws and regulations.

RESOLVED FURTHER THAT the Trust shall use the loan amount disbursed from time to time only for the purposes of the Scheme strictly in accordance with the provisions of SEBI SBEB&SE Regulations.

RESOLVED FURTHER THAT the loan provided by the Company shall be interest free and the tenure of such loan shall be in accordance with the terms of the Scheme and shall be repayable to the Company upon realization of the

proceeds on permitted sale/ transfer of shares including realization of exercise price and any other eventual income of the Trust.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to decide the quantum and other details of the said loan (including number of tranches, security/guarantees) to be provided and to do all such acts, deeds, matters and things including authorizing officials of the Company for signing of deeds, documents, letters and such other papers as may be necessary, desirable and expedient, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB&SE Regulations, the Act, and all other applicable laws at all times in connection with dealing with the Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things, as may at its absolute discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient and to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for giving effect to this resolution.”

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

Sd/-

Vikas Sabharwal
Company Secretary &
Vice President-Legal
(Mem. no.: F5354)

Place: Hyderabad
Date: November 6, 2025

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. An Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard-2, as amended, setting out the material facts relating to the proposed resolutions, is annexed hereto.
2. The Company is providing the facility of remote e-voting to its Members and has engaged the services of National Securities Depository Limited (NSDL) for this purpose. Members are requested to go through the detailed "Instructions For E-Voting" and other Notes appended to this Notice.
3. The Notice is being sent by email to all the members, whose names appear in the Register of Members/ List of Beneficial Owners as received from NSDL/ Central Depository Services (India) Limited ("CDSL") as on **Wednesday, November 19, 2025, ("Cut-off Date")** and who have registered their email addresses in respect of electronic holdings with the Depository or through the concerned Depository Participants, and in respect of physical holdings with the Company or the Company's Registrar and Share Transfer Agent ("RTA"), Cameo Corporate Services Limited.
4. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.amararajaeandm.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Postal Ballot Notice is also disseminated on the website of NSDL i.e., www.evoting.nsdl.com.
5. The voting rights of members shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the Cut-off Date i.e. **Wednesday, November 19, 2025**, which will only be considered to avail the facility of remote e-Voting. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this notice for information purpose only.
6. It is however, clarified that all members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company's RTA/ Depositories) shall be entitled to vote in relation to the Resolutions specified in this Notice in accordance with the process specified hereinafter in this Notice.
7. All documents referred to in this Notice, including the Scheme, will be available electronically for inspection without any fee by the Members from the date of circulation of this Notice until last date of e-voting. Members seeking to inspect such documents can send an email to investorservices@amararaja.com stating their name and Folio no./DP ID-Client ID/Beneficiary ID.
8. The e-voting period shall commence from 9.00 a.m. (IST) on **Wednesday, November 26, 2025** and shall end at 5.00 p.m. (IST) on **Thursday, December 25, 2025**, both days inclusive. Members are requested to record their **ASSENT** or **DISSENT** on the resolution(s) set out in this Postal Ballot Notice through remote e-voting only, not later than 5.00 p.m. (IST) on **Thursday, December 25, 2025**, after which the remote e-voting facility shall not be allowed by NSDL.
9. Subject to the receipt of sufficient votes, the Resolution shall be deemed to have been passed on the last date of voting i.e. on **Thursday, December 25, 2025**. The results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. www.amararajaeandm.com and will be communicated to the Stock Exchanges where the Company's shares are listed.
10. The Board of Directors have appointed Mr. R Sridharan, Practicing Company Secretary from M/s. R Sridharan & Associates, Company Secretaries, Chennai (Membership No. FCS 4775 and CP No. 3239) or failing him Ms. Srinidhi Sridharan, (Membership No. FCS 12510 and CP No.17990) from M/s Srinidhi Sridharan & Associates, Company Secretaries, Chennai, as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
11. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within two working days of conclusion of the remote e-voting process, i.e., on or before **Saturday, December 27, 2025** and will be communicated to the Stock Exchanges, uploaded on the Company's website <https://amararajaeandm.com/Investors/annual-general-meetings> and on the website of the e-voting agency www.evoting.nsdl.com.

12. In case of any query/grievance in connection with the Postal Ballot including remote e-voting, members may contact: (a) NSDL on evoting@nsdl.co.in or at toll free no. 1800 1020 990 and 1800 22 44 30 or (b) the Company at investorservices@amararaja.com.

General Shareholders Communication:

13. Members are requested to update/register their KYC details including changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank account details (name of the bank, branch details, bank account number, MICR code and IFSC code, etc.) as follows:
- For shares held in electronic form: with their Depository Participants.
 - For shares held in physical form: with the RTA in Form ISR-1 and other relevant forms pursuant to circulars issued by SEBI from time to time.
14. In accordance with Regulation 40 of the Listing Regulations, all requests for transmission of securities including transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard. Further, Shareholders may please note that SEBI has also mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company and RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.
15. SEBI has introduced a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances as per the escalation matrix available at the Company's website at <https://amararajaeandm.com/Investors/share-transfer-to-iepf#share-transfer-to-iepf>, the investors can initiate dispute resolution through the ODR Portal "SMART ODR" which can be accessed at <https://smartodr.in/login>.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

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 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.	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. - 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 redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - 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. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- 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 are requested to visit CDSL website ‘www.cdslindia.com’ and click on login icon; MyEasi New (token) thereafter and then enter their 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. Additionally, there are 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 & MyEasi New (token) 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.

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 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 Digit 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 137680 then user ID is 137680001***

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

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - 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, click on Agree to "Terms and Conditions" by ticking 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- 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.
- Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period.
- 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 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), self-attested scanned copy of PAN and Aadhar to investorservices@amararaja.com.
2. 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.
3. 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 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 for Individual shareholders holding securities in demat mode.
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 to access e-Voting facility.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and relevant Secretarial Standards

The following Explanatory Statement sets out all material facts relating to the special businesses mentioned in the accompanying notice dated November 6, 2025, and shall form part of the notice:

Item No. 1 and 2:

As a part of the Company's talent attraction/retention strategy and its long-term incentive framework to motivate/reward high-performing employees and for aligning employee interests with the Company's growth and strategic objectives, the Board of Directors, on recommendation of the Nomination and Remuneration Committee (hereinafter "Committee", designated as the Compensation Committee for the purposes of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB&SE Regulations")), at its meeting held on November 6, 2025, approved and recommended for Members' approval, the new share-based employee benefit scheme i.e. 'Amara Raja Energy & Mobility Limited Employees Stock Option Scheme 2025' ("Scheme"), for the benefit of eligible employees of the Company and its unlisted subsidiary(ies) who are exclusively working in or outside India (as defined in the Scheme).

The Scheme aims to grant stock options to eligible employees, as determined by the Nomination and Remuneration Committee, based on parameters such as longevity/tenure, performance, future potential, and other relevant criteria. The vesting of options shall be structured on a combination of time-based and performance-based conditions over a period ranging from a minimum of one (1) year to a maximum of three (3) years, as may be determined by the Committee. Performance parameters may include individual performance ratings against key performance indicators (KPIs), along with an appropriate mix of financial and non-financial targets that support the Company's long-term growth and any other condition(s) or weightages as may be determined by the Committee.

This proposed Scheme shall be administered and implemented through an irrevocable trust namely 'Amara Raja Energy & Mobility ESOS Trust' ("Trust") being set up by the Company. The Company shall act as the Settlor, and the Board has appointed Qapita EquityTech Limited (formerly known as KP Corporate Solutions Limited) as the sole Trustee of the said Trust, who have consented to the same.

The equity shares ("Shares") required for implementation of the proposed Scheme (subject to overall ceiling specified hereinbelow) shall be sourced through secondary acquisition in one or more tranches from time to time. The contemplated secondary acquisition is well within the ceiling prescribed under the SEBI SBEB&SE Regulations.

The main features and other details of the Scheme are as under:

S. No	Particulars	Details
1	Brief Description of the Scheme	This Scheme shall be called the Amara Raja Energy & Mobility Limited Employees Stock Option Scheme 2025 ("Scheme"). The purpose of the Scheme includes the following: - To attract, reward, incentivize & retain the Employees for their association and performance including but not limited to the leadership team; - To motivate the Employees to contribute to the growth and profitability of the Company; - To enhance entrepreneurial mindset; - To foster a high-performance & agility-driven culture; and

		To achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company The Scheme contemplates the grant of stock options to eligible employees of the Company including its unlisted subsidiary(ies), as determined from time to time in accordance with the provisions of the SEBI SBEB&SE Regulations and the terms of the Scheme. The Nomination and Remuneration Committee, designated as the Compensation Committee ("Committee"), shall administer and supervise the Scheme in compliance with the SEBI SBEB&SE Regulations. The Scheme will be implemented and administered through an irrevocable trust namely 'Amara Raja Energy & Mobility ESOS Trust' ("Trust") being set up by the Company. The Company shall act as the Settlor, and the Board has appointed Qapita EquityTech Limited (formerly known as KP Corporate Solutions Limited) as the sole Trustee of the said Trust, who have consented to the same. The Scheme shall be deemed to have come into effect from the date of receipt of Members' approval and shall remain in force until all options granted thereunder are exercised, extinguished, or the Scheme is otherwise terminated in accordance with the applicable regulations.
2	Total number of Options to be offered and granted	The maximum number of options that may be granted to eligible employees under the Scheme is 25,00,000 (Twenty-Five Lakh) (being overall "pool of options"), when exercised would be convertible into an equal number of equity shares i.e., 25,00,000 (Twenty-Five Lakh) equity shares of face value Re.1/- each. Vested Options that lapse due to non-exercise or unvested Options that get cancelled due to resignation of the employees or otherwise, would be transferred to the Pool of Options and shall be available for re-granting at a future date. In terms of SEBI SBEB&SE Regulations, in the event of any corporate action(s) such as a rights issue, bonus issue, merger, demerger, sale of a division, or any other similar transaction, if it becomes necessary for the Company/Trust to transfer additional equity shares to the Eligible Employees, as defined under the Scheme, in order to make a fair and reasonable adjustment to the Options already granted, then the ceiling on the number of equity shares, as specified above, shall be deemed to be automatically adjusted and increased to the extent of such additional shares required to be issued.
3	Identification of classes of employees entitled to participate and be beneficiaries in the Scheme	A permanent employee of the Company or its unlisted subsidiary(ies) (working in India or outside India). Employee/ Directors who is a Promoter or member of the Promoter group and Independent Director of the Company are excluded. The eligible employees shall be in accordance with the SEBI SBEB&SE Regulations and Listing Regulations.

4	Requirement of Vesting and period of Vesting	Any Option granted under the Scheme shall vest not earlier than minimum vesting period of 1 (one) year and vesting shall be staggered over the period of 3 (three) years from the date of Grant of such Options, at the discretion of and in the manner prescribed by the Committee and set out in the Grant Letter.
5	Maximum period within which the Options shall be vested	Any Option granted under the Scheme shall be subject to a maximum vesting period of 3 (three) years from the date of grant of Options.
6	Exercise Price/Pricing Formula	The Exercise Price of stock options will be determined by the Committee and can be at a maximum discount of up to 20% to the market price on the relevant date for the particular grant of options, as defined in the Scheme. Market price for this purpose shall mean the closing price of shares on the stock exchange having higher trading volume on the trading day immediately preceding the date of grant by the Committee (i.e. relevant date).
7	Exercise period and process of Exercise:	After vesting, Options may be exercised (wholly or partly) within a maximum period of 5 (five) years from the date of vesting, by way of cash mechanism and/or cashless mechanism, subject to relevant provisions and terms of the Scheme. The vested Options shall be exercisable by the Employees by application to the Company/ Trust to exercise the Options and/or in such manner, and/ or on execution of such documents, as may be prescribed by the Board from time to time and upon payment of exercise money and/or taxes as may be applicable. The Options will lapse if not exercised within the specified exercise period.
8	Appraisal process for determining the eligibility of the Employees for the Scheme	The Committee may, based on, all or any of the following broad criteria, decide on: Eligibility of Employees to be granted Options under the Scheme, the number of Options to be Granted and the other terms and conditions thereof: • Longevity/Tenure of Service • Performance and future potential of Employee • Performance of Company • Any other criteria as may be decided by the Committee.
9	The Maximum number of Options to be granted per employee and in aggregate	The maximum number of options that may be granted under the scheme i.e., Total pool size of 25,00,000 (Twenty-Five Lakh), which shall be convertible into 25,00,000 (Twenty-Five Lakh) equity shares of face value Re.1/- each (subject to the adjustments due to corporate actions in accordance with the Scheme). At the discretion of the Committee, the maximum number of Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital.
10	The Maximum quantum of benefits to be provided per employee under the Scheme	The maximum quantum of benefits contemplated under the Scheme are in terms of the maximum number of Options that may be granted to an eligible employee as specified in the Scheme. Apart from the grant of Options stated above, no other benefits are contemplated under the Scheme.
11	Manner/Route of implementation and	The Scheme will be implemented and administered through an irrevocable trust namely 'Amara Raja Energy & Mobility ESOS Trust' ("Trust") being set

	administration of the Scheme (directly by the Company or through a Trust)	up by the Company. The Company shall act as the Settlor, and the Board has appointed Qapita EquityTech Limited (formerly known as KP Corporate Solutions Limited) as the sole Trustee of the said Trust, who have consented to the same.
12	Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both	The equity shares ("Shares") required for implementation of the proposed Scheme shall be acquired by the Trust, through secondary acquisition in one or more tranches from time to time in compliance of SEBI SBEB&SE Regulations and Listing Regulations. The Scheme does not envisage any new issue of equity shares, therefore there is no dilution.
13	The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.	The Company shall provide necessary financial assistance by grant of interest free loan, provision of guarantee or security in connection with a loan to the Trust, subject to statutory ceiling under applicable laws. The loan amount may be disbursed by the Company to the Trust in one or more tranches. The loan provided by the Company to the Trust shall be interest free, at a tenure as per the Scheme and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust. The Trust shall utilize the loan amount disbursed from time to time strictly for the acquisition of the Shares, to be utilized for the purposes of the Scheme.
14	The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme	The Scheme envisages secondary acquisition not exceeding 1.36% of the paid-up equity share capital as on March 31, 2025, through the Trust. This is well within the statutory limit as prescribed under the SEBI SBEB&SE Regulations. As the ESOP Pool is about 1.36% of the total paid up capital of the Company, hence the secondary acquisition would always be within the prescribed threshold.
16	Statement to the effect that the Company shall conform to the accounting policies specified in Regulation	The Company shall follow the Accounting Standard IND AS 102 on Share based payments and/or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein in due compliance with the requirements of Regulation 15 of the SEBI SBEB&SE Regulations. In addition, the Company shall disclose such details as required under the applicable laws including under other applicable provisions of the SEBI SBEB&SE Regulations.
17	The method which the Company shall use to value its Options	The Company shall adopt 'Fair Value Method' for valuation of the Options as prescribed under the Accounting Standards, as applicable and notified by appropriate authorities from time to time. Further, the subsidiary(ies) will reimburse the cost incurred towards granting options to their eligible employees, under this Scheme. s
18	Statement with regard to Disclosure in Director's Report	As the Company is adopting fair value method, presently there is no requirement for disclosure in Board's Report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Board's Report and the impact of this difference on profits and on earnings per

		share ("EPS") of the Company shall also be disclosed in the Directors' Report.
19	Period of Lock-in	The shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws, if any including that under the Company's Code of Conduct to regulate, monitor and report trading by designated persons framed under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.
20	Terms & conditions for buyback, if any, of specified securities	The Committee will determine the procedure for buy-back of Options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions in accordance with the applicable laws.

A draft copy of the Scheme will be available for inspection without any fee by the Members from the date of circulation of this Notice up to the date of conclusion of e-voting.

In terms of Regulation 6 of SEBI SBEB&SE Regulations, the Nomination and Remuneration Committee and the Board of Directors at their meeting held on November 6, 2025, have approved the below matters and the approval of the Members' is sought by way of Special Resolution(s) for the following:

- i. Item no 1: To consider and approve the Amara Raja Energy & Mobility Limited Employees Stock Option Scheme 2025.
- ii. Item no. 2: To consider and approve Grant of Options to the Employees of unlisted Subsidiary Company(ies), in India or outside India, under Amara Raja Energy & Mobility Limited Employees Stock Option Scheme

Therefore, the Board of Directors of the Company recommends the Special Resolutions as set out at Item No. 1 & 2 for your approval.

None of the Directors and Key Managerial Personnel of the Company and any relatives of such Director, Key Managerial Personnel are in any way concerned or interested, financially or otherwise, in the resolution except to the extent of Equity Shares, if any, held by them in the Company or the Options that may be granted under the said Scheme.

Item No. 3 & 4:

In order to effectively implement the 'Amara Raja Energy & Mobility Limited Employees Stock Option Scheme, 2025' ("Scheme"), for the benefit of eligible employees of the Company and its unlisted subsidiary(ies) as detailed under Item Nos. 1 and 2 of this Notice and explanatory statement thereto, the Company proposes to establish an irrevocable trust, namely 'Amara Raja Energy & Mobility ESOS Trust' ("Trust"). The Trust shall act as the implementing and administering vehicle for the Scheme in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB&SE Regulations").

The Company has appointed Qapita EquityTech Limited (formerly known as KP Corporate Solutions Limited) as the sole trustee of the said Trust proposed to be set up. Qapita EquityTech Limited, a corporate trustee and equity management solutions provider vide their letter dated November 5, 2025, has consented to act as the sole trustee for the administration and implementation of the Scheme in compliance with the applicable provisions of the SEBI SBEB&SE Regulations and the Companies Act, 2013 ("Act").

To facilitate implementation of the Scheme, the Trust proposes to acquire equity shares of the Company ("Shares") through secondary acquisition(s) from the stock exchange(s) from time to time, within the limits prescribed under the SEBI SBEB&SE Regulations. To fund such acquisition(s), the Company proposes to extend financial assistance to the Trust in the form of an interest-free loan and/or other permissible means (including security or guarantee), in compliance with applicable laws. The aggregate financial assistance shall not exceed the statutory ceiling prescribed

under the SEBI SBEB&SE Regulations or the Act and Rules thereunder, as applicable. The loan so provided shall be interest-free, with the tenure and repayment terms determined in accordance with the provisions of the Scheme. The loan shall be repayable by the Trust to the Company upon realization of proceeds from the permitted sale or transfer of Shares, including realization of exercise price and any other income earned by the Trust.

In terms of Sections 62 and 67 of the Act, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, a Company may provide a loan to its trust for the purchase or subscription of fully paid-up shares in the Company for the benefit of employees, subject to approval by members through a Special Resolution.

The requisite disclosures under Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 are provided below:

1	The class of Employees for whose benefit the Scheme is being implemented and money is being provided for purchase of or subscription to Shares.	A permanent employee of the Company or its unlisted subsidiary(ies), working in India or outside India. Employee/ Director who is a Promoter or member of the Promoter group and Independent Director of the Company are excluded. The eligible employees shall be in accordance with the SEBI SBEB&SE Regulations and Listing Regulations.													
2	The particulars of the Trustee or Employees in whose favor such Shares are to be registered and The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any: It is proposed to establish an irrevocable trust under the name ‘Amara Raja Energy & Mobility ESOS Trust’ (“Trust”) having its principal office at Karakambadi, Tirupati, Andhra Pradesh – 517520, India. The Company shall act as the Settlor, and the Board has appointed Qapita EquityTech Limited (formerly known as KP Corporate Solutions Limited) as the sole Trustee. The Trustee shall acquire, hold, and transfer the equity shares of the Company strictly in compliance with the SEBI SBEB&SE Regulations and the Act solely for the purpose of administering and implementing the Scheme. Employees shall become registered owners of the shares upon exercise of vested options and corresponding transfer of shares by the Trust. The details of the Trustee are as below:														
<table><tr><th>S.no.</th><th>Name of Trustee</th><th>Address</th><th>Occupation</th><th>Nationality</th></tr><tr><td>1</td><td>Qapita EquityTech Limited (formerly known as KP Corporate Solutions Limited)</td><td>IndiQube, The Kode, 7th Floor, S.No. 134, Hissa No. 1/38, CTS No. 2265 to 2273, Baner Pashan Link Road, Pune, Maharashtra- 411045.</td><td>Corporate Trustee/ESOP Advisory Firm</td><td>Indian</td></tr></table>						S.no.	Name of Trustee	Address	Occupation	Nationality	1	Qapita EquityTech Limited (formerly known as KP Corporate Solutions Limited)	IndiQube, The Kode, 7 th Floor, S.No. 134, Hissa No. 1/38, CTS No. 2265 to 2273, Baner Pashan Link Road, Pune, Maharashtra- 411045.	Corporate Trustee/ESOP Advisory Firm	Indian
S.no.	Name of Trustee	Address	Occupation	Nationality											
1	Qapita EquityTech Limited (formerly known as KP Corporate Solutions Limited)	IndiQube, The Kode, 7 th Floor, S.No. 134, Hissa No. 1/38, CTS No. 2265 to 2273, Baner Pashan Link Road, Pune, Maharashtra- 411045.	Corporate Trustee/ESOP Advisory Firm	Indian											
The Trustee is neither a Promoter, Director, nor Key Managerial Personnel of the Company or its group Company or holding company, subsidiary or associate company. The Trustee has no relationship with the Promoters, Directors, or Key Managerial Personnel of the Company or its group Company or holding company, subsidiary or associate company.															
3	Any interest of Key Managerial Personnel, Directors or Promoters in such Scheme or Trust and effect thereof.	The Promoters are not eligible to be covered under the Scheme. Further, none of the Key Managerial Personnel(s) and Directors are interested in the Scheme. The Key Managerial Personnel(s)/ Directors (excluding Independent Directors and Promoter Directors) may be deemed to be interested in the Scheme to the extent of such stock options as may be													

		granted to them and to the extent of their shareholding in the Company, if any.
4	The detailed particulars of benefits which will accrue to the Employees from the implementation of the Scheme.	The maximum quantum of benefits contemplated under the Scheme are in terms of the maximum number of Options that may be granted to an eligible employee as specified in the Scheme. Apart from the grant of Options as stated above, no other benefits are contemplated under the Scheme.
5	The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised.	The Trust would be considered as the registered Shareholder of the Company till the date of transfer of Shares to the employees. The trustee of the Trust shall not vote in respect of Shares held in the Trust as per the provisions of SEBI SBEB&SE Regulations. In line with these requirements, the voting rights can be exercised by an eligible employee only when the Shares are transferred by the Trust to him/her upon exercise.

A draft copy of the Scheme will be available for inspection without any fee by the Members from the date of circulation of this Notice up to the date of conclusion of e-voting.

In terms of the Section 62(1)(b), 67(3) of the Act read with Rule 16 of Chapter IV of the Companies Act, 2013 and Regulation 3(6), 3(8), 3(11) and 6(3)(a) of SEBI SBEB&SE Regulations, the Nomination and Remuneration Committee and the Board of Directors at their meeting held on November 6, 2025, have approved the below matters and the approval of the Members is sought by way of Special Resolutions for:

- i. Item No 3: To consider and approve the Secondary Acquisition of Company's Shares through Trust Route for the Implementation of Amara Raja Energy & Mobility Limited Employees Stock Option Scheme, 2025
- ii. Item no. 4: To consider and approve provision of money by the Company for purchase of Company's shares by the 'Amara Raja Energy & Mobility ESOS Trust', under the Amara Raja Energy & Mobility Limited Employees Stock Option Scheme, 2025 (Scheme)

The Board of Directors accordingly recommends the Special Resolutions set out at Item Nos. 3 and 4 of this Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and any relatives of such Director, Key Managerial Personnel are in any way concerned or interested, financially or otherwise, in the resolution except to the extent of Equity Shares, if any, held by them in the Company or the Options that may be granted under the said Scheme.

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

Sd/-

Vikas Sabharwal
Company Secretary &
Vice President-Legal
(Mem. no.: F5354)

Place: Hyderabad
Date: November 6, 2025

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