

**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)2265000 Fax:91(877)2285600;

E-mail id: [investorservices@amararaja.com](mailto:investorservices@amararaja.com); Website: [www.amararajaeandm.com](http://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
Friday, February 27, 2026, at 9:00 am IST	Saturday, March 28, 2026, 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”), read with Circulars i.e. (General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs and SEBI Circulars issued in this regard), 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 Resolution appended below is proposed for approval of the members of Amara Raja Energy & Mobility Limited (“Company”) to be passed as Special Resolution 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 February 20, 2026 (“cut-off date”), shall be eligible to vote through remote e-voting. Accordingly, the Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing remote e-voting facility to all its members. In accordance with the Circulars, the Company is not required to send any hard copy of the Notice or Postal Ballot Form or pre-paid business reply envelope 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 March 28, 2026 (last date for remote e-voting).

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said resolution 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](http://www.evoting.nsdl.com). A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com).

**SPECIAL BUSINESS****ITEM NO. 1:****TO RE-APPOINT MR. ANNUSH RAMASAMY (DIN: 01810872) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND CONSECUTIVE TERM OF FIVE YEARS**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time (“Act”) and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), Article 17.11 of the Articles of Association of the Company, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Annush Ramasamy (DIN: 01810872) who is eligible for re-appointment as an independent director and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second consecutive term of five years from June 12, 2026 to June 11, 2031.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby severally authorised to perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

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

Place: Hyderabad  
Date: February 11, 2026

**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](mailto:investorservices@amararaja.com)  
Website: [www.amararajaeandm.com](http://www.amararajaeandm.com)

**NOTES:**

1. An Explanatory Statement pursuant to Sections 102 and 110 of the Act read with relevant rules, Secretarial Standard-2, as amended, setting out the material facts relating to the proposed resolution, 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 **Friday, February 20, 2026, ("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 Cameo Corporate Services Limited, the Company's Registrar and Share Transfer Agent ("RTA"). Further, the Company is also simultaneously sending a letter, through post/courier, to members who have not registered their email addresses yet with the Company / RTA / depository, containing the weblink to this Notice.
4. Members may note that the aforesaid Notice has been uploaded on the website of the Company at <https://amararajaeandm.com/Investors/annual-general-meetings>. 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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice is also disseminated on the website of NSDL i.e., [www.evoting.nsdl.com](http://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. **Friday, February 20, 2026**, 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 Resolution specified in this Notice in accordance with the process specified hereinafter in this Notice.
7. All documents referred to in this Notice, 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](mailto:investorservices@amararaja.com) stating their name and Folio no./DP ID-Client ID/Beneficiary ID.
8. The remote e-voting period shall commence from 9.00 a.m. (IST) on **Friday, February 27, 2026** and shall end at 5.00 p.m. (IST) on **Saturday, March 28, 2026**, both days inclusive. Members are requested to record their **ASSENT** or **DISSENT** on the resolution set out in this Notice through remote e-voting only, not later than 5.00 p.m. (IST) on **Saturday, March 28, 2026**, 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 remote e-voting i.e. on **Saturday, March 28, 2026**. The results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. [www.amararajaeandm.com](http://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, 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](http://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](mailto:evoting@nsdl.co.in) or at toll free no. 1800 1020 990 or (b) the Company at [investorservices@amararaja.com](mailto:investorservices@amararaja.com).

#### **General Shareholders/Members 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/Members 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. In case all the options 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> are exhausted, 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/Members holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders/Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders/Members 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/Members holding securities in demat mode is given below:

Type of shareholders /Members	Login Method
Individual Shareholders/Members holding securities in demat mode with NSDL.	<p>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under <b>‘Shareholder/Member’</b> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

<p>Individual Shareholders/Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 are requested to visit CDSL website '<a href="http://www.cdslindia.com">www.cdslindia.com</a>' and click on login icon; MyEasiNew (token) thereafter and then enter their existing MyEasi username &amp; password.</li> <li>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. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; MyEasiNew (token) and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders/Members (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

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

**B) Login Method for shareholders/Members other than Individual shareholders/Members holding securities in demat mode and shareholders/Members 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 138599 then user ID is 138599001***

5. Password details for shareholders/Members other than Individual shareholders/Members 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/Members 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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, 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?**

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.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period.
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/Members**

1. Institutional shareholders/Members (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](mailto:rsaevoting@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders/Members (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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders/Members and e-voting user manual for Shareholders/Members available at the ‘download’ section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Asst. Vice President at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Process for those shareholders/Members 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 resolution 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](mailto:investorservices@amararaja.com).
2. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto: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](mailto:investorservices@amararaja.com). If you are an Individual shareholder/Member 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/Members 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/Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders/Members 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”) and Secretarial Standards-2**

The following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying notice dated February 11, 2026, and shall form part of the notice:

**Item No. 1:**

The Members of the Company, at the 36th Annual General Meeting held on August 14, 2021, approved the appointment of Mr. Annush Ramasamy (DIN: 01810872) as an Independent Director for a first term of five (5) consecutive years commencing from June 12, 2021 up to June 11, 2026, in accordance with the provisions of the Companies Act, 2013 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). His present term will conclude on June 11, 2026.

During his tenure, Mr. Ramasamy has provided valuable strategic guidance and oversight to the Board and Management. He has independently guided and constructively challenged the Management on several critical matters, bringing strong business acumen, functional expertise and objective judgment to the Board’s deliberations, thereby strengthening governance standards, transparency and decision-making processes of the Company.

Mr. Ramasamy currently serves as Chairman of the Nomination & Remuneration Committee and Stakeholders’ Relationship Committee and is a member of the Audit Committee, Risk Management Committee, Corporate Social Responsibility Committee and Loan & Investment Committee.

Based on the recommendation of the Nomination & Remuneration Committee (“NRC”), the Board has evaluated his performance, independence, participation and time commitment in line with the identified Board competencies and NRC policy. The Board has also considered Mr. Ramasamy’s diverse skill set, leadership qualities, expertise in financial and investment management and extensive business experience as valuable to the Company’s Board and is of the opinion that his continued association would be beneficial to the Company.

Basis the above, the Board recommends Mr. Ramasamy’s re-appointment as an Independent Director for a second consecutive term of five (5) years from June 12, 2026 to June 11, 2031, for approval of Members.

In terms of the applicable provisions of the Act and the Listing Regulations, the Board considers his re-appointment to be in the best interests of the Company and its stakeholders and accordingly recommends the resolution for approval of the Members.

Mr. Ramasamy has, *inter alia*, submitted:

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

Based on the above and upon due assessment of the declarations received, the Board is of the opinion that Mr. Ramasamy fulfils the conditions specified under the Act and Listing Regulations and is independent of the Company.

The Company has received a notice in writing from a Member of the Company proposing the candidature of Mr. Ramasamy for re-appointment as an Independent Director pursuant to Section 160 of the Act. A copy of the draft appointment letter for Independent Directors is available for inspection electronically at the registered office of the Company during business hours on any working day till the date of end of e-voting.

The particulars of Mr. Ramasamy including qualifications, directorships, committee memberships, shareholding and other disclosures as required under the Act and Secretarial Standards, along with his detailed profile are provided in [Annexure I](#) to this Notice.

Pursuant to Sections 149, 152, 160 and other applicable provisions of the Act read with Schedule IV thereto and the Listing Regulations, approval of the Members by way of a Special Resolution is required for the re-appointment of Mr. Ramasamy as an Independent Director for a second consecutive term of five years from June 12, 2026 to June 11, 2031.

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, unanimously recommend the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

Except Mr. Ramasamy and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution

**Annexure-I**

**Brief particulars of the director proposed for re-appointment and other details pursuant to Secretarial Standard-2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Mr. Annush Ramasamy (DIN: 01810872) (age 51 years) is a Mechanical Engineering graduate from PSG College of Technology, Coimbatore, India and additionally holds a Master’s degree in Business Administration (Strategy and Manufacturing Management) from RIT, Rochester, New York, USA.



He is the President & Managing Director of Sri KumaraGuru Mill Limited (SKG). SKG is part of the KG Group, which has its core business in the textiles industry and has also private equity investments in technology, infrastructure and real estate development.

He proactively leads the KG group by focusing on new product and new business development. He has a passion for new technologies and advanced solutions. Mr. Ramasamy’s vision is built around empowering the proud employees of the SKG family, providing ample opportunities for the talented and well deserving, and creating a culture for becoming “An Employer of Choice”.

Mr. Ramasamy plays a key role in the social responsibilities carried out by the KG Group, largely through the various charitable trusts. Mr. Ramasamy is the Managing Trustee of Katya Janani Charitable Trust, which works with improving the lives of underprivileged girl children. He is also a key advisor for six educational institutions and two healthcare institutions, managed by the KG Group’s charitable trust.

He is also an active member of the Entrepreneurs Organization and Young Indians. He has represented these organizations in various national and international forums. He was on the Global Board of the Entrepreneurs Organization where he was the head of GSEA sub-committee. He was also the National Chairman of CII’s Young Indians (Yi).

He does not have relationships or material transactions with the Company (except receiving sitting fee & commission) that could affect his independence and not related to promoters or management in ways that could compromise independence.

**Other information about Mr. Ramasamy as on the date of this Notice is as follows:**

Sl. No	Particulars	Details
1	Name of Director	Mr. Annush Ramasamy
2	DIN	01810872
3	Date of Birth	04/02/1975
4	Age	51
5	Date of first appointment on the Board	12/06/2021
6	Qualifications	Mechanical Engineer and Master’s degree in Business Administration (Strategy and Manufacturing Management)
7	Expertise in specific functional areas and Skills and capabilities required for the role and the manner in which the Director meets the requirements	As detailed in the explanatory statement above.
8	Terms and conditions of re-appointment	As per the resolution set out at Item No. 1 of the Postal Ballot Notice read with the explanatory statement pursuant to Section 102 of the Act.

9	Details of remuneration sought to be paid and last drawn remuneration	Being an Independent Director, Mr. Ramasamy is not eligible for any remuneration other than sitting fees and commission. There is no approval sought for remuneration. FY 2024-25: Sitting Fees - Rs. 7.70 Lakhs and Commission - Rs. 25 Lakhs
11	Shareholding in the Company as on the date of the Notice	Mr. Ramasamy does not hold any shares in the Company.
12	Directorships in listed companies and other directorships	<p><b>Listed:</b> Amara Raja Energy &amp; Mobility Limited</p> <p><b>Others:</b></p> <ol style="list-style-type: none"> <li>1. Shri Govindvenkatesaa Textiles Limited</li> <li>2. Sri Kumaraguru Mill Limited</li> <li>3. SKG Mills Thaathur Limited</li> <li>4. ARG Promoters Private Limited</li> <li>5. Siruvani IT Park Private Limited</li> <li>6. Siruvani Land Developers Private Limited</li> <li>7. Siruvani Properties Private Limited</li> <li>8. Noyyal Golf Resorts Private Limited</li> <li>9. Noyyal Industrial Park Private Limited</li> <li>10. Shravojit Holdings Private Limited</li> <li>11. Sri Avanish Holdings Private Limited</li> <li>12. Shree Kugan Holdings Private Limited</li> <li>13. Siruvani Infotech Private Limited</li> </ol>
13	Listed entities from which the Director has resigned in the last 3 years	NA
14	Membership / Chairmanship of Committees of other Boards	Nil
15	Number of Board meetings attended	In FY25, he attended 5 out of the 6 meetings held.
16	Inter-se relationship with other Directors and KMP	He is not related to any of the Promoters, Directors or Key Managerial Personnel of the Company.

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: February 11, 2026

**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](mailto:investorservices@amararaja.com)  
Website: [www.amararajaeandm.com](http://www.amararajaeandm.com)