



NOTICE OF THE ANNUAL GENERAL MEETING

To the members of

Amara Raja Batteries Limited

NOTICE is hereby given that the 37th Annual General Meeting (AGM) of the members of Amara Raja Batteries Limited will be held on Saturday, August 06, 2022 from 02:30 P.M IST onwards through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

Ordinary Business:

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

- 1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2022, the report of the Auditors' thereon and the report of the Board of Directors'.**
- 2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 together with the Auditors' report thereon.**
- 3. To confirm the payment of Interim Dividend (₹4.00/- per equity share i.e. 400%) on Equity Shares and to declare final dividend (₹0.50/- per equity share i.e. 50%) on Equity Shares of the Company for financial year ended March 31, 2022.**
- 4. To reappoint Mr. Harshavardhana Gourineni (DIN: 07311410) who retires by rotation as a Director, and being eligible offers himself for reappointment.**

Special Business:

- 5. To ratify the remuneration of the Cost Auditors for the financial year 2022-23.**

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

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s. Sagar & Associates, Cost Accountants, Hyderabad, Firm Registration No. 000118, appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2022-23 at a remuneration of ₹4,75,000/- (Rupees Four lakhs Seventy Five Thousand only) plus reimbursement of out of pocket expenses and applicable taxes be and is hereby ratified.

RESOLVED FURTHER that any of the Directors or Key Managerial Personnel of the Company be and they are hereby severally authorised to do all acts and take all steps as may be necessary, proper or expedient to give effect to this resolution."

**By order of the Board of Directors
For Amara Raja Batteries Limited**

Vikas Sabharwal
Company Secretary

Place: Hyderabad
Date: May 20, 2022

Corporate Identification Number (CIN): L31402AP1985PLC005305

Registered Office:

Renigunta-Cuddapah Road
Karakambadi, Tirupati, Andhra Pradesh – 517 520
Tel: 91 (877) 226 5000
Fax: 91 (877) 228 5600
E-mail id: investorservices@amararaja.com
Website: www.amararajabatteries.com

**Notes:**

1. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as the Circulars), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
2. The VC/OAVM facility for members to join the meeting, shall be kept open 30 minutes before the start of the AGM. Members can attend and participate in the AGM through VC/OAVM only by following the instructions given in Serial No. 25 of this Notice.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy so appointed need not be a member of the Company. Since this AGM is being held pursuant to the aforesaid Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route map are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization should be sent to the Scrutinizer by email through its registered email address to rsaevoting@gmail.com with a copy marked to evoting@nsdl.com.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (Act), the Rules made thereunder and pursuant to the relevant Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), which sets out details relating to the special business to be transacted at the meeting, is annexed hereto as an **Annexure-I** and forms part of the notice. The Board of Directors of the Company at its meeting held on May 20, 2022 considered that the special business under Item no. 5 which is unavoidable, and hence need to be transacted at the 37th AGM of the Company.
7. Brief profile of Mr. Harshavardhana Gourineni, Director, proposed to be reappointed, along with the names of the Companies in which he holds directorships and memberships/ chairmanships of Board, Committees, shareholding and other details as required under Secretarial Standard on General Meetings and Listing Regulations are furnished as an **Annexure-II** and forms part of the notice.
8. In compliance with the aforesaid Circulars, the Annual Report 2021-22 including the notice of the AGM, inter-alia, indicating the process and manner of remote e-voting, attending AGM through VC/OAVM and instructions for members for e-voting on the day of AGM are being sent by electronic mode to all the members whose e-mail address are registered with the Company/Depositories for communication purposes. Members holding shares in physical / demat form who have not registered their email address with the Company or the Depository Participants can get the same registered with the Company as per the procedure provided in Serial No. 24.
9. Members may also note that the notice of the AGM and the Annual Report 2021-22 would be posted on the Company's website www.amararajabatteries.com, and also on 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 AGM notice will be also available on the website of NSDL www.evoting.nsdl.com.
10. The registers i.e. Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested maintained under Section 170 and Section 189 of the Act respectively will be available electronically for inspection by members during the AGM. All documents referred to in this Notice and the Explanatory Statement annexed hereto will also be available for electronic inspection without any fee by the members from the date of circulation of this notice up to the date of AGM, i.e. August 06, 2022.



Members seeking to inspect such documents can send an email to investorservices@amararaja.com.

11. The register of members and share transfer books of the Company will remain closed from Sunday, July 31, 2022 to Saturday, August 6, 2022 (both days inclusive), for the purpose of determining the entitlement of member to the final dividend for the financial year 2021-22, if declared at the meeting.
12. The final dividend, if declared, shall be paid on or before September 4, 2022 to those members whose name appear in the register of members as of the close of business hours on Saturday, July 30, 2022 and in case of shares held in dematerialised form to the beneficiaries as of the close of business hours on Saturday, July 30, 2022 as per details furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
13. Pursuant to the amendments in the Income Tax Act, dividend income is taxable in the hands of the members effective from April 1, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (the IT Act). In general, to enable compliance with TDS requirements, members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at investorservices@amararaja.com and/or investor@cameoindia.com.

For more details, members are requested to refer "**Communication on tax deduction at source on dividend distribution**" appended to this notice.
14. The recorded transcript of the AGM, shall also be made available on the website of the Company www.amararajabatteries.com in the Investors section as soon as possible, after the meeting is concluded.
15. **Questions prior to AGM:** Members seeking any information or ask questions with regard to the financial statements of the Company or on any matter in the annual report 2021-22, are requested to write from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at investorservices@amararaja.com on or before Tuesday, August 2, 2022. Such

information sought or questions by the members shall be furnished or replied by the Company suitably.

16. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited, Unit: Amara Raja Batteries Limited, V Floor, Subramanian Building, Club House Road, Anna Salai, Chennai - 600002 ("Cameo" or "RTA") for assistance in this regard.
17. To support the 'Green Initiative', members who have not registered their e-mail addresses so far are requested to register their e-mail address with their Depository participants (DPs), in case the shares are held by them in electronic form/ Demat form and with Cameo Corporate Services Limited in case the shares are held by them in physical form for receiving all communication(s) including Annual Report, Notices, Circulars, etc. from the Company electronically. Alternatively, members holding shares in physical form are requested to visit <https://investors.cameoindia.com> to register their e-mail address and mobile number with the Company.
18. Members are requested to register or intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc to their Depository Participants with whom they are maintaining their demat accounts in case the shares are held by them in electronic form/demat form and to Cameo in case the shares are held by them in physical form.
19. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN and Bank account details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank



- details to the RTA. The following documents need to be provided for updation of Bank Account Details - Name and Branch of the Bank in which you wish to receive dividend, Bank Account type, Bank Account number, 9 digits MICR Code number, 11 digits IFSC Code and a Scanned Copy of the cancelled cheque bearing the name of the first shareholder.
20. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of this, in order to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members holding shares in physical form are requested to convert their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited, for assistance in this regard.
 21. Pursuant to the provisions of Section 124(5) of the Act, the amount of dividend (s) declared/paid up to the financial year 2013-14 and remaining unpaid for 7 years has been transferred, from time to time on respective due dates, to the Investors Education and Protection Fund (IEPF). Due date for transfer of unclaimed/unpaid dividend for FY 2014-15 and thereafter to IEPF are given in other requirements/information part of the Corporate Governance report. Details of unpaid/unclaimed dividends lying with the Company as on March 31, 2022 is available on the website of the Company i.e. www.amararajabatteries.com.
 22. As per the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2017 and amendments made thereunder (Rules), all shares in respect of which dividend remains unpaid or unclaimed for seven years, or more, are required to be transferred to the Investor Education and Protection Fund (IEPF) Authority. The shareholders are requested to claim their unpaid/unclaimed dividend in order to avoid transfer of shares to IEPF Authority. The Company has transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as per Rules. The details of shares transferred to IEPF have also been uploaded on the website of the IEPF Authority and the same can be accessed at www.iepf.gov.in. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed from IEPF. Concerned members/investors are advised to visit the weblink: <http://www.iepf.gov.in/IEPF/refund.html> or contact Cameo for lodging claim for refund of shares and / or dividend from the IEPF Authority.
23. **Voting through Electronic Means (Remote e-voting):**
 - I. In compliance with the provisions of Section 108, 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to the members to exercise their right to vote on resolutions set forth in the notice convening the 37th AGM by electronic means. The members may cast their vote using an electronic voting system from a place other than the venue of the meeting ('Remote e-voting'). The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorised agency to provide e-voting facilities. The instructions for remote e-voting are given in Serial No. 24.
 - II. The remote e-voting event number (EVEN) is **120423**. The remote e-voting will commence on **August 2, 2022** (9:00 a.m IST) and ends on **August 05, 2022** (5:00 p.m IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form as on **July 30, 2022** i.e. cut off date may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the member shall not be allowed to change it subsequently or cast the vote again.
 - III. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Saturday, July 30, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800



22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Saturday, July 30, 2022 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

- IV. The members who have cast their vote by e-voting prior to the meeting may also attend the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- V. The facility for remote e-voting shall be made available during the AGM and those members who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The procedure for e-Voting on the day of the AGM is same as the instructions given in Serial No. 24 for Remote e-voting.
- VI. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e. Saturday, July 30, 2022. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date i.e. Saturday, July 30, 2022 shall only be entitled to avail the facility of remote e-voting and during the AGM.
- VII. The Board of Directors has appointed Mr. R Sridharan (Membership No. FCS 4775 and CP No. 3239) from M/s R. Sridharan & Associates, Practicing Company Secretaries as a Scrutinizer and failing him Ms. Srinidhi Sridharan, (Membership No. ACS 47244 and CP No. 17990) from M/s Srinidhi Sridharan & Associates to scrutinize the remote e-voting process and voting during the AGM in a fair and transparent manner.
- VIII. The Scrutinizer shall, immediately after the conclusion of voting during the meeting, would first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than 48 hours from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman or a person authorised by the Chairman for counter signature.
- IX. The Results shall be declared by the Chairman or by an authorized person of the Chairman and the resolutions will be deemed to have been passed on the date of AGM, subject to receipt of requisite number of votes in favour of the resolutions.
- X. After declaration of the results, the same shall be placed along with the Scrutinizer's Report(s) on the website of the Company www.amararajabatteries.com and on NSDL's website <https://evoting.nsdl.com> and communicated to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same on their website(s).

24. Evoting instructions:

Step 1: Access to NSDL e-Voting system

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

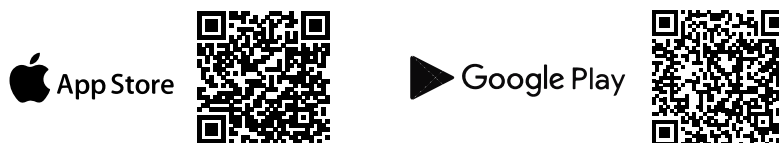
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their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



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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	<ol style="list-style-type: none"> 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



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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Individual Shareholders holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.	8 Character DP ID followed by 8 Digit Client ID
b) For Members who hold shares in demat account with CDSL. For example if your Beneficiary ID is 12***** then your user ID is 12*****	16 Digit Beneficiary ID
c) For Members holding shares in Physical Form. For example if folio number is 001*** and EVEN is 120423 then user ID is 120423001***	EVEN Number followed by Folio Number registered with the company

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.



- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rsaevoting@gmail.com with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorservices@amararaja.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name,



client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorservices@amararaja.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder a members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The Instructions for Members for e-voting on the day of the AGM are as under:-

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

25. Instructions for members attending the AGM through VC/OAVM are as under:

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

have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- II. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first serve basis.
- III. Members are encouraged to join the Meeting through laptops for better experience.
- IV. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- V. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- VI. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorservices@amararaja.com. The same will be replied by the Company suitably.
- VII. Registration as speaker at AGM: Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investorservices@amararaja.com from Saturday, **July 30, 2022** (9:00 a.m IST) to Tuesday, **August 2, 2022** (5:00 p.m IST). Those members who have registered themselves as a speaker in advance will only be allowed to express their views/ask questions during the AGM.
- VIII. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- IX. In case any assistance is needed, members may contact: (a). NSDL on evoting@nsdl.co.in or at toll free no. 1800 1020 990 and 1800 22 44 30 (b). Mrs. Sarita Mote, Assistant Manager, NSDL at evoting@nsdl.co.in.

**By order of the Board of Directors
For Amara Raja Batteries Limited**

Vikas Sabharwal
Company Secretary

Place: Hyderabad
Date: May 20, 2022

**Annexure – I****Statement pursuant to Section 102 (1) of the Companies Act, 2013(Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations)**

The following statement sets out all material facts relating to special business mentioned in the accompanying notice dated May 20, 2022 and shall be taken as forming part of the notice.

Item No. 5

The Board of Directors at their meeting held on May 20, 2022, on recommendation of the Audit Committee, approved the appointment of M/s. Sagar & Associates, Cost Accountants, Hyderabad, Firm Registration No. 000118, as Cost Auditors of the Company to conduct the audit of the cost records of the Company in respect of products manufactured by the Company falling under CETA code 8507 i.e. Electric Accumulators, including separators for the financial year 2022-23 on a remuneration of ₹4,75,000 (Rupees Four Lakhs Seventy-Five Thousand only) plus reimbursement of out of pocket expenses and applicable taxes.

Pursuant to the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, approval of the members is sought by way of an ordinary resolution as set out at item no. 5 of the notice ratifying the remuneration payable to the Cost Auditors for the financial year 2022-23.

The Board, based on the recommendation of the Audit Committee, unanimously, recommends the ordinary resolution as set out in item no. 5 of this notice.

None of the Directors and Key Managerial Personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 5 of this notice.

Place: Hyderabad
Date: May 20, 2022

**By order of the Board of Directors
For Amara Raja Batteries Limited**
Vikas Sabharwal
Company Secretary



Annexure – II

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

1. Brief resume of the director	<p>Mr. Harshavardhana Gourineni (DIN: 07311410) (age 33 years) is fluent in conversational Spanish and has earned a Bachelor of Science degree in Industrial and Organization Psychology from the Purdue University, USA.</p> <p>He was the MD and CEO of Mangal Industries Ltd. (MIL), part of the Amara Raja group of companies and India's leading automotive manufacturer and Storage Solutions. He also played an instrumental role behind the establishment of two new business segments in MIL – Toolworks and Trading House.</p> <p>His current focus area is green energy, sustainability and innovating new technologies that will transform the energy sector and reduce the carbon footprint in the near future.</p> <p>He is currently handling the responsibility of driving the lead acid battery value maximization strategies apart from other key initiatives, as an Executive Director of the Company.</p>
2. Terms and conditions of appointment or re-appointment	As approved by the Members at the 36 th Annual General Meeting held on August 14, 2021.
3. Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable,	As approved by the Members at the 36 th Annual General Meeting held on August 14, 2021.
4. Date of first appointment on the Board	June 12, 2021
5. Shareholding in the Company	Nil
6. Number of Meetings of the Board attended during the year	Seven (7)
7. Disclosure of relationships between directors inter-se	He is nephew of Mr. Jayadev Galla, Chairman, Managing Director and CEO and brother of Mr. Vikramadithya Gourineni, Executive Director
8. Names of listed entities in which the person also holds the Directorship and the Membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL

9. Other Directorships, Membership/ Chairmanship of Committees (Audit Committee and Stakeholders Relationship Committee) of other Boards

Name of the Company	Chairmanship/ Directorship	Committee	Chairman/ Member
I. Mangal Industries Limited	Director	-	-
II. Amara Raja Infra Private Limited	Director	-	-
III. Amara Raja Media and Entertainment Private Limited	Director	-	-
IV. RNgalla Family Private Limited	Director	-	-
V. HG Global Private Limited	Chairman	-	-
VI. HG Chemicle Private Limited	Chairman	-	-

By order of the Board of Directors
For Amara Raja Batteries Limited

Vikas Sabharwal
Company Secretary

Place: Hyderabad
Date: May 20, 2022

COMMUNICATION ON TAX DEDUCTION AT SOURCE ON DIVIDEND DISTRIBUTION

Dear Shareholders,

As you may be aware that as per the revised provisions of the Income Tax Act 1961 ("IT Act"), dividends paid or distributed by a company after April 1, 2020, are taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source at the applicable rates ("TDS") at the time of making the payment of dividends as and when declared by the Company. **However, no withholding of tax is applicable if the dividend payable to resident individual shareholders having valid PAN is less than ₹5,000 per annum.**

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

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

For Resident Shareholder(s):

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

*Notwithstanding the above, tax would not be deducted on payment of dividend to resident individual shareholder(s), if the total dividend to be paid in any financial year does not exceed INR 5,000.



For Non-Resident Shareholder(s):

Particulars	Applicable Rate	Documents required (if any)
Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	None
Other Non-resident shareholders	20% (plus applicable surcharge and cess) or Tax Treaty Rate** (whichever is lower)	<p>Non-resident shareholders may opt for tax rate under Double Taxation Avoidance Agreement ("Tax Treaty"). The Tax Treaty rate shall be applied for tax deduction at source on submission of following documents to the Company:</p> <p>Self-attested copy of the PAN Card, if any, allotted by the Indian authorities.</p> <p>Self-attested Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is a resident.</p> <p>Self-declaration in Form 10F duly filled and signed</p> <p>Self-declaration (as per Annexure A to this communication) from Non-resident, primarily covering the following:</p> <p>Shareholder is and will continue to remain a tax resident of the Country of its residence during the financial year for which it is declared;</p> <p>Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;</p> <p>Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;</p> <p>Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and</p> <p>Shareholder does not have a taxable presence or a permanent establishment in India during the financial year for which it is declared.</p>
Submitting Order u/s 197 of the Act (i.e. lower or NIL withholding tax certificate)	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority.

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

Notes:

- Shareholders who are exempted from TDS provisions through any circular or notification may need to provide documentary evidence in relation to the same to enable the Company in applying the appropriate TDS on Dividend payment to such shareholder. The aforesaid documents, as applicable, are required to be duly completed, signed and shall be sent to investor@cameoindia.com or investorservices@amararaja.com. The Company shall determine the appropriate TDS / withholding tax rate applicable based on the declarations received by it as on the Record Date(s) fixed by it for the dividend(s) proposed, if any.
- The updation of PAN, submission of Form 15G/15H, submission of documents including declaration from non-resident shareholders and any documents submission with regard to TDS shall reach the RTA at investor@cameoindia.com.
- The above communication on TDS sets out the provisions of the law in a summary only and does not purport to be a complete analysis or listing of all potential tax consequences. Shareholders should consult with their own tax advisors for the tax provisions that may be applicable to them.
- Kindly note that no claim shall lie against the Company for the tax deducted at source on Dividend. It may further be noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from the shareholders, the shareholders may file return of income and claim refund of tax, as appropriate.
- The Company shall arrange to email the soft copy of TDS certificate at your registered email ID in due course, post payment of the dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometaxindiaefiling.gov.in/>



6. If the tax is deducted at a higher rate in absence of receipt of or satisfactory completeness of the afore-mentioned details / documents by Company before Dividend Processing Period, the shareholder(s) may claim an appropriate refund in the return of income filed with their respective Tax authorities.
7. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
8. In the event the registered shareholder intends to transfer the TDS credit on the dividend income to other persons as per Rule 37BA of the Income Tax Act 1962, such shareholder is required to submit the duly signed Declaration containing the name, address and PAN of the person to whom the TDS credit is to be given and the reasons for giving the credit to such person. Incomplete declaration forms will not be entertained by the company for transfer of TDS credit. The registered shareholder shall indemnify the Company for any incorrect or misleading information furnished in the Declaration.

9. Updating of Bank Account:

Shareholders holding shares in demat mode are requested to ensure that their bank account details are updated with their respective demat accounts, to enable the Company to make timely credit of dividends in their respective bank accounts.

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



Annexure A

Format for declaration for claiming benefits under DTAA (only for non-resident shareholders)

Date:

To

Amara Raja Batteries Limited

Renigunta-Cuddapah Road

Karakambadi, Tirupati

Andhra Pradesh - 517520

Dear Sir/Madam,

Re: Declaration provided to Amara Raja Batteries Limited ("The Company") for claiming the tax treaty benefits for the financial year 2022-23 (ending on March 31, 2023).

Declaration

This is to confirm that,

-<Name of shareholder>] is a tax resident of<Country of residence> as per the provisions of the Agreement for Avoidance of Double Taxation and Prevention of Fiscal Evasion/ Tax Treaty between India and<Country of residence> [the "India- Country of residence" Double Taxation Avoidance Agreement (DTAA)]; -
- I/We will continue to maintain the 'tax resident' status in *his/her/its respective Country for the application of the provisions of the India- Country of residence> Tax Treaty, during the financial year 2022-23.
- I/We is/are eligible to claim the benefits under the provisions of India-[COUNTRY OF RESIDENCE] DTAA;
- The claim of benefits by me/us is not impaired in any way;
- I/We are the beneficial owner of [NO OF SHARES] shares held in the Company as per Folio _____ / demat account _____ (if shares are held under different Folio No., give separate details for all). Further, I/we is/are the beneficial owner of dividend receivable from the Company in relation to aforementioned shares;
- I/We does not have any taxable presence, fixed base or permanent establishment in India as per the provisions of the India- [COUNTRY OF RESIDENCE] DTAA during the Financial Year 2022-23; and
- I/We am/are the holder/ not the holder of (strikethrough whichever is not applicable) PAN allotted by the Income Tax Authorities in India.
- I/We will immediately inform the Company if there is a change in the status.

*I/We hereby confirm that the declarations made above are complete, true and bona fide. This declaration is issued to the Company to enable them to decide upon the withholding tax applicable on the dividend income receivable by me/us.

I/we in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by me, I will be responsible to pay and indemnify such income tax demand (including interest, penalty, etc.) and provide the Company with all information / documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority.

Yours faithfully,

For[Name of shareholder]

Authorized Signatory [Name/designation]

Email address: [Please insert]

Contact Number: [Please insert]