Date: 09-05-2025

To,	To,
National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block Bandra-Kurla Complex Bandra (E) Mumbai – 400 051 **NSE Symbol: ARE&M**	BSE Limited Corporate Relations Department Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400 001 **BSE SCRIP CODE: 500008**

Ref: Exemption order issued by the Securities and Exchange Board of India on January 24, 2025, under Regulation 11(1) and Section 11(2)(h) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 bearing reference no. WTM/ASB/CFD/18/2024-25

Subject: Compliance Status Certificate for the financial year ending March 31, 2025

Dear Sir/Madam,

We refer to the order dated January 24, 2025 issued by the Securities and Exchange Board of India ("**SEBI**") under Section 11(1) and Section 11(2)(h) of Securities and Exchange Board of India Act, 1992 read with Regulation 11(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**") bearing reference no. WTM/ASB/CFD/18/2024-25 ("**Exemption Order**") in the matter of off market acquisition of shares and voting rights in Amara Raja Energy & Mobility Limited ("**Target Company**") by **Jayadev Trust** ("**Trust**"), in terms of which the Trust was granted exemption from certain provisions of the SEBI Takeover Regulations, with respect to making an open offer in terms of Regulation 3, Regulation 4 and Regulation 5 of the Takeover Regulations.

In terms of paragraph 9 (i)(x) of the Exemption Order, the Trust is required to obtain an annual compliance status certificate from an independent auditor and submit the same to the relevant stock exchanges and file an acknowledged copy of the same with SEBI.

Enclosed is the compliance status certificate issued by M/s. K.M.Mohandass & Co., Chartered Accountants, for the year ending March 31, 2025 for your information and records.

Thanking you,

For Jayadev Trust

RAMACHANDRA NAIDU GALLA

Dr.Ramachandra N Galla
Trustee

Encl.: Compliance Status Certificate for the year ended March 31, 2025.

CC:
(i) The Securities and Exchange Board of India,
SEBI Bhawan, BKC,
Plot No. C4-A, 'G' Block
Bandra-Kurla Complex, Bandra (E)
Mumbai-400051, Maharashtra

(ii) The Company Secretary
Amara Raja Energy & Mobility Limited
(Formerly known as Amara Raja Batteries Limited)
Renigunta – Cuddapah Road, Karakambadi
Tirupati – 517520, Andhra Pradesh

K. M. MOHANDASS & Co.,
CHARTERED ACCOUNTANTS
No.36, First Floor,
Sait Colony First Street,
Egmore, Chennai – 600 008.
+044 2819 1418 / 2418 / 3418
1957kms@gmail.com
www.kmm.co.in

To

The Trustee
Jayadev Trust
Terminal A, 1-18/1/AMR/NR Nanakramguda,
Gachibowli,
Hyderabad, Telangana – 500 032

Independent Practitioner's Report on the Compliance Status Certificate as required under SEBI Exemption Order bearing reference no. WTM/ASB/CFD/18/2024-25 dated January 24, 2025.

1. This report is issued in accordance with the terms of our engagement through mail dated 28.04.2025 ("**Engagement Letter**").

2. The report on the compliance status certificate given in the Exhibit (hereinafter referred to as "**Exhibit**") as attached with this report is required as per the SEBI Exemption Order No. WTM/ASB/CFD/18/2024-25 dated January 24, 2025 ("**Exemption Order**") by the Securities and Exchange Board of India ("**SEBI**"), granting exemption to your Jayadev Trust ("**Trust**") making an open offer in terms of Regulation 3, Regulation 4 and Regulation 5 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**").

3. The above referenced Exemption Order had specifically listed certain conditions while granting the exemption and further stated that the Trust will obtain an annual compliance status certificate from an independent auditor (which are listed in the exhibit with this report) and submit the same to the relevant stock exchanges and file an acknowledged copy of the same with SEBI.

Management's Responsibility for the Exhibit

4. The preparation of the Exhibit is the responsibility of the management of Trust, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation, and maintenance of internal control relevant to the preparation and presentation of the report and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. The management of the Trust is also responsible for ensuring that the Trust complies with all the requirements and provides all relevant information to SEBI as required.

Practitioner's Responsibility

6. Pursuant to the Engagement Letter, it is our responsibility to review all the relevant documents and obtain necessary information and clarifications regarding compliance status of each of the conditions as given in the Exemption Order.

7. We conducted our examination of the Exhibit in accordance with the guidance note on reports or certificates for special purposes issued by the Institute of Chartered Accountants of India. The guidance note requires that we comply with the ethical requirements of the code of ethics issued by the Institute of Chartered Accountants of India.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

9. Based on our examination, as above, we are of the opinion that the conditions given in the Exemption Order and listed in the Exhibit are as per the requirement and in compliance with the Exemption Order.

10. To arrive at the above opinion, we have verified and referred to the list of documents as given in the Annexure attached to this report.

Restriction on Use

The certificate is addressed to and provided to the Trust solely for the purpose of enabling the Trust to submit it to the stock exchanges and file an acknowledged copy of this letter with SEBI and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For K. M. MOHANDASS & CO.
Chartered Accountants
Firm's Reg. No. 002119S

THARISH VASANTHA
Digitally signed by THARISH VASANTHA
Date: 2025.05.05 16:57:23 +05'30'

(Tharish V.)
Partner
Membership No. 227051

Place : Chennai
Date : 05-05-2025
UDIN : 25227051BMHYBB9093

Exhibit to the Report

Exemption Order Conditions & Compliance Status for the year ended March 31, 2025-

A. **Condition no. (i):** *The proposed acquisition shall be in accordance with the relevant provisions of the Companies Act, 2013 and other applicable laws;*

Compliance Status

The said acquisition by the Trust were in accordance with the relevant provisions of the Companies Act, 2013 and necessary compliance was done by Trust, as represented by its Trustee in its letter dated 29-04-2025

B. **Condition no. (ii):** *On completion of the proposed acquisition, the Proposed Acquirers shall file a report with SEBI within a period of 21 days from the sate of such acquisition, as provided in the Takeover Regulations, 2011;*

Compliance Status

(a) In accordance with the SEBI exemption order.no. WTM/ASB/CFD/18/2024-25 dated January 24, 2025, the shares were settled via off market transfer in the name of the Trust by Dr. Ramachandra Naidu Galla, Promoter. This was verified by us based on Demat Statement of the Trust dated 28.04.2025 ("Demat Statement").

(b) Dr. Ramachandra Naidu Galla, Trustee filed a report with SEBI in the manner provided in the Takeover Regulations on April 4, 2025.

C. **Condition no. (iii)**: *The statements/ averments made or facts and figures mentioned in the Application and other submissions by the Proposed Acquirers are true and correct;*

Compliance Status

We have verified the shareholding pattern of the Promotor Company pre-acquisition and post-acquisition, Demat Accounts statements of Trust, reports filed with SEBI as per the Takeover Regulations on April 4, 2025 and on the basis of representation letter dated 29-4-2025 issued by the Trust and hereby confirm that various statements / averments made, or facts and figures mentioned in the Exemption Application by the Trust to SEBI are true and correct.

D. **Condition no. (iv):** *The proposed Acquirers shall ensure compliance with the statements, disclosures and undertakings made in the Application. The proposed Acquirers shall also ensure compliance with the provisions of the SEBI Circular.*

Compliance Status :

(a) On verification of the Demat Statement, we confirm that the Trust continues to hold the entire above referred transferred shareholding as on March 31, 2025 & April 28, 2025

(b) We further confirm that based on the Representation Letter issued by the Trust to us, there is no change or amendment made by the Trust regarding various undertakings submitted by the Trust, namely —

(i) The beneficial interest of the beneficiaries of the Trust has not been transferred, assigned or encumbered in any manner including by way of pledge or mortgage;

(ii) Ownership or control of shares or voting rights vests not only directly with the trustees but also indirectly with the beneficiaries;

(iii) No limitation of liability of trustees / beneficiaries in relation to the provisions of the SEBI Act and the regulations framed there under;

(iv) No change or dilution of the liabilities and obligations of the transferors imposed under the SEBI Act and the regulations framed there under pursuant to the off-market transfer of shares of the Promotor Company by the transferors to the Trust; and

(v) The covenants in the Trust Deed are not contrary to the conditions specified by the Exemption Order and the undertaking provided by the Transferors.

E. **Condition no. (v):** The Trust shall also ensure that the covenants in the Trust Deed are not contrary to the above conditions. In such case, the Trust Deed shall be suitably modified and expeditiously reported to SEBI.

Compliance Status

Based on the Representation Letter provided to us by the Trust, we confirm that the covenants in the Trust Deed are not contrary to the conditions specified by the Exemption Order and the undertaking provided by the Trust. As such, the provisions of the Trust Deed are in compliance with the terms and conditions of the Exemption Order.

List of Documents and Records verified / referred:

1. Trust Deed dated December 12, 2023, supplemental trust deed dated August 12, 2024, and supplemental to supplemental trust deed dated November 06, 2024.
2. Exemption Application to SEBI dated December 17, 2024.
3. PAN card copies of the Trust.
4. PAN card copies of all Trustees and Beneficiaries of the Trust.
5. Share Registrar statement of Shareholding pattern as on 31st March 2025.
6. Bank statements of Trust from its incorporation till 31st March 2025.
7. Client master report of Trust dated 28th April 2025.
8. Copy of submission of report under section [10(7)] of Takeover Regulations to SEBI dated April 04, 2025.
9. Demat account statement of trust dated 28.04.2025
10. **Disclosures made by:**
    (i) transferor (being the promoters of the Company) under Regulation 10(5) dated March 01, 2025, of the Takeover Regulations;
    (ii) transferor (being the promoters of the Company) Regulation 10(6) dated March 07, 2025, of the Takeover Regulations; and
    (iii) transferor (being the promoters of the Company) Regulation 29(2) dated March 07, 2025, of the Takeover Regulations;

Date: 09-05-2025

To,	To,
National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block Bandra-Kurla Complex Bandra (E) Mumbai – 400 051 **NSE Symbol: ARE&M**	BSE Limited Corporate Relations Department Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400 001 **BSE SCRIP CODE: 500008**

Ref: Exemption order issued by the Securities and Exchange Board of India on January 24, 2025, under Regulation 11(1) and Section 11(2)(h) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 bearing reference no. WTM/ASB/CFD/18/2024-25

Subject: Compliance Status Certificate for the financial year ending March 31, 2025

Dear Sir/Madam,

We refer to the order dated January 24, 2025 issued by the Securities and Exchange Board of India ("**SEBI**") under Section 11(1) and Section 11(2)(h) of Securities and Exchange Board of India Act, 1992 read with Regulation 11(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**") bearing reference no. WTM/ASB/CFD/18/2024-25 ("**Exemption Order**") in the matter of off market acquisition of shares and voting rights in Amara Raja Energy & Mobility Limited ("**Target Company**") by **Ramadevi Trust** ("**Trust**"), in terms of which the Trust was granted exemption from certain provisions of the SEBI Takeover Regulations, with respect to making an open offer in terms of Regulation 3, Regulation 4 and Regulation 5 of the Takeover Regulations.

In terms of paragraph 9 (i)(x) of the Exemption Order, the Trust is required to obtain an annual compliance status certificate from an independent auditor and submit the same to the relevant stock exchanges and file an acknowledged copy of the same with SEBI.

Enclosed is the compliance status certificate issued by M/s. K.M.Mohandass & Co., Chartered Accountants, for the year ending March 31, 2025 for your information and records.

Thanking you

For Ramadevi Trust

RAMACHANDRA NAIDU GALLA

Digitally signed by RAMACHANDRA NAIDU GALLA
DN: c=IN, o=Personal, postalCode=517520, l=Chittoor, st=Andhra Pradesh, street=giridrusya , amararaja batteries, karakambadi, Renigunta, Pillapalem, Chittoor, Andhra Pradesh, 517520, 2.5.4.20=b8d7ce63b6ccdf855b59fb8e9244e4acc1b883c3a14b5cfcb7a64bb17c3c055f, serialNumber=d29ae7d35d7eec390d664b29eacde97be622c5b76e5a8cf821988e7c19bdcffe, email=nrn@amararaja.com, cn=RAMACHANDRA NAIDU GALLA
Date: 2025.05.09 12:10:03 +05'30'

Dr.Ramachandra N Galla
Trustee

Encl.: Compliance Status Certificate for the year ended March 31, 2025.

CC:
(i) The Securities and Exchange Board of India,
SEBI Bhawan, BKC,
Plot No. C4-A, 'G' Block
Bandra-Kurla Complex, Bandra (E)
Mumbai-400051, Maharashtra

(ii) The Company Secretary
Amara Raja Energy & Mobility Limited
(Formerly known as Amara Raja Batteries Limited)
Renigunta – Cuddapah Road, Karakambadi
Tirupati – 517520, Andhra Pradesh

To

The Trustee
Ramadevi Trust
Terminal A, 1-18/1/AMR/NR Nanakramguda,
Gachibowli,
Hyderabad, Telangana – 500 032

Independent Practitioner's Report on the Compliance Status Certificate as required under SEBI Exemption Order bearing reference no. WTM/ASB/CFD/18/2024-25 dated January 24, 2025.

1. This report is issued in accordance with the terms of our engagement through mail dated 28.04.2025 ("**Engagement Letter**").

2. The report on the compliance status certificate given in the Exhibit (hereinafter referred to as "**Exhibit**") as attached with this report is required as per the SEBI Exemption Order No. WTM/ASB/CFD/18/2024-25 dated January 24, 2025 ("**Exemption Order**") by the Securities and Exchange Board of India ("**SEBI**"), granting exemption to your Ramadevi Trust ("**Trust**") making an open offer in terms of Regulation 3, Regulation 4 and Regulation 5 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**").

3. The above referenced Exemption Order had specifically listed certain conditions while granting the exemption and further stated that the Trust will obtain an annual compliance status certificate from an independent auditor (which are listed in the exhibit with this report) and submit the same to the relevant stock exchanges and file an acknowledged copy of the same with SEBI.

Management's Responsibility for the Exhibit

4. The preparation of the Exhibit is the responsibility of the management of Trust, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation, and maintenance of internal control relevant to the preparation and presentation of the report and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. The management of the Trust is also responsible for ensuring that the Trust complies with all the requirements and provides all relevant information to SEBI as required.

Practitioner's Responsibility

6. Pursuant to the Engagement Letter, it is our responsibility to review all the relevant documents and obtain necessary information and clarifications regarding compliance status of each of the conditions as given in the Exemption Order.

7. We conducted our examination of the Exhibit in accordance with the guidance note on reports or certificates for special purposes issued by the Institute of Chartered Accountants of India. The guidance note requires that we comply with the ethical requirements of the code of ethics issued by the Institute of Chartered Accountants of India.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

9. Based on our examination, as above, we are of the opinion that the conditions given in the Exemption Order and listed in the Exhibit are as per the requirement and in compliance with the Exemption Order.

10. To arrive at the above opinion, we have verified and referred to the list of documents as given in the Annexure attached to this report.

Restriction on Use

The certificate is addressed to and provided to the Trust solely for the purpose of enabling the Trust to submit it to the stock exchanges and file an acknowledged copy of this letter with SEBI and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For K. M. MOHANDASS & CO.
Chartered Accountants
Firm's Reg. No. 002119S

THARISH VASANTHA
Digitally signed by THARISH VASANTHA
Date: 2025.05.05 16:57:56 +05'30'

(Tharish V.)
Partner
Membership No. 227051

Place : Chennai
Date : 05-05-2025
UDIN : 25227051BMHYBC5624

Exhibit to the Report

Exemption Order Conditions & Compliance Status for the year ended March 31, 2025-

A. **Condition no. (i):** *The proposed acquisition shall be in accordance with the relevant provisions of the Companies Act, 2013 and other applicable laws;*

Compliance Status

The said acquisition by the Trust were in accordance with the relevant provisions of the Companies Act, 2013 and necessary compliance was done by Trust, as represented by its Trustee in its letter dated 29-04-2025

B. **Condition no. (ii):** *On completion of the proposed acquisition, the Proposed Acquirers shall file a report with SEBI within a period of 21 days from the sate of such acquisition, as provided in the Takeover Regulations, 2011;*

Compliance Status

(a) In accordance with the SEBI exemption order.no. WTM/ASB/CFD/18/2024-25 dated January 24, 2025, the shares were settled via off market transfer in the name of the Trust by Dr. Ramachandra Naidu Galla, Promoter. This was verified by us based on Demat Statement of the Trust dated 28.04.2025 ("Demat Statement").

(b) Dr. Ramachandra Naidu Galla, Trustee filed a report with SEBI in the manner provided in the Takeover Regulations on April 4, 2025.

C. **Condition no. (iii)**: *The statements/ averments made or facts and figures mentioned in the Application and other submissions by the Proposed Acquirers are true and correct;*

Compliance Status

We have verified the shareholding pattern of the Promotor Company pre-acquisition and post-acquisition, Demat Accounts statements of Trust, reports filed with SEBI as per the Takeover Regulations on April 4, 2025 and on the basis of representation letter dated 29-4-2025 issued by the Trust and hereby confirm that various statements / averments made, or facts and figures mentioned in the Exemption Application by the Trust to SEBI are true and correct.

D. **Condition no. (iv):** *The proposed Acquirers shall ensure compliance with the statements, disclosures and undertakings made in the Application. The proposed Acquirers shall also ensure compliance with the provisions of the SEBI Circular.*

Compliance Status :

(a) On verification of the Demat Statement, we confirm that the Trust continues to hold the entire above referred transferred shareholding as on March 31, 2025 & April 28, 2025

(b) We further confirm that based on the Representation Letter issued by the Trust to us, there is no change or amendment made by the Trust regarding various undertakings submitted by the Trust, namely —

(i) The beneficial interest of the beneficiaries of the Trust has not been transferred, assigned or encumbered in any manner including by way of pledge or mortgage;

(ii) Ownership or control of shares or voting rights vests not only directly with the trustees but also indirectly with the beneficiaries;

(iii) No limitation of liability of trustees / beneficiaries in relation to the provisions of the SEBI Act and the regulations framed there under;

(iv) No change or dilution of the liabilities and obligations of the transferors imposed under the SEBI Act and the regulations framed there under pursuant to the off-market transfer of shares of the Promotor Company by the transferors to the Trust; and

(v) The covenants in the Trust Deed are not contrary to the conditions specified by the Exemption Order and the undertaking provided by the Transferors.

E. **Condition no. (v):** The Trust shall also ensure that the covenants in the Trust Deed are not contrary to the above conditions. In such case, the Trust Deed shall be suitably modified and expeditiously reported to SEBI.

Compliance Status

Based on the Representation Letter provided to us by the Trust, we confirm that the covenants in the Trust Deed are not contrary to the conditions specified by the Exemption Order and the undertaking provided by the Trust. As such, the provisions of the Trust Deed are in compliance with the terms and conditions of the Exemption Order.

List of Documents and Records verified / referred:

1. Trust Deed dated December 12, 2023, supplemental trust deed dated August 12, 2024, and supplemental to supplemental trust deed dated November 06, 2024.
2. Exemption Application to SEBI dated December 17, 2024.
3. PAN card copies of the Trust.
4. PAN card copies of all Trustees and Beneficiaries of the Trust.
5. Share Registrar statement of Shareholding pattern as on 31st March 2025.
6. Bank statements of Trust from its incorporation till 31st March 2025.
7. Client master report of Trust dated 28th April 2025.
8. Copy of submission of report under section [10(7)] of Takeover Regulations to SEBI dated April 04, 2025.
9. Demat account statement of trust dated 28.04.2025
10. **Disclosures made by:**
    (i) transferor (being the promoters of the Company) under Regulation 10(5) dated March 01, 2025, of the Takeover Regulations;
    (ii) transferor (being the promoters of the Company) Regulation 10(6) dated March 07, 2025, of the Takeover Regulations; and
    (iii) transferor (being the promoters of the Company) Regulation 29(2) dated March 07, 2025, of the Takeover Regulations;

Date: 09-05-2025

To, National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block Bandra-Kurla Complex Bandra (E) Mumbai – 400 051 **NSE Symbol: ARE&M**	To, BSE Limited Corporate Relations Department Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400 001 **BSE SCRIP CODE: 500008**

Ref: Exemption order issued by the Securities and Exchange Board of India on January 24, 2025, under Regulation 11(1) and Section 11(2)(h) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 bearing reference no. WTM/ASB/CFD/18/2024-25

Subject: Compliance Status Certificate for the financial year ending March 31, 2025

Dear Sir/Madam,

We refer to the order dated January 24, 2025 issued by the Securities and Exchange Board of India ("**SEBI**") under Section 11(1) and Section 11(2)(h) of Securities and Exchange Board of India Act, 1992 read with Regulation 11(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**") bearing reference no. WTM/ASB/CFD/18/2024-25 ("**Exemption Order**") in the matter of off market acquisition of shares and voting rights in Amara Raja Energy & Mobility Limited ("**Target Company**") by **RNG Jayadev Trust** ("**Trust**"), in terms of which the Trust was granted exemption from certain provisions of the SEBI Takeover Regulations, with respect to making an open offer in terms of Regulation 3, Regulation 4 and Regulation 5 of the Takeover Regulations.

In terms of paragraph 9 (i)(x) of the Exemption Order, the Trust is required to obtain an annual compliance status certificate from an independent auditor and submit the same to the relevant stock exchanges and file an acknowledged copy of the same with SEBI.

Enclosed is the compliance status certificate issued by M/s. K.M.Mohandass & Co., Chartered Accountants, for the year ending March 31, 2025 for your information and records.

Thanking you

For RNG Jayadev Trust

RAMACHANDRA
NAIDU GALLA

Dr.Ramachandra N Galla
Trustee

Encl.: Compliance Status Certificate for the year ended March 31, 2025.

CC:
(i) The Securities and Exchange Board of India,
SEBI Bhawan, BKC,
Plot No. C4-A, 'G' Block
Bandra-Kurla Complex, Bandra (E)
Mumbai-400051, Maharashtra

(ii) The Company Secretary
Amara Raja Energy & Mobility Limited
(Formerly known as Amara Raja Batteries Limited)
Renigunta – Cuddapah Road, Karakambadi
Tirupati – 517520, Andhra Pradesh

K. M. MOHANDASS & Co.,
CHARTERED ACCOUNTANTS
No.36, First Floor,
Sait Colony First Street,
Egmore, Chennai – 600 008.
+044 2819 1418 / 2418 / 3418
1957kms@gmail.com
www.kmm.co.in

To

The Trustee
RNG Jayadev Trust
Terminal A, 1-18/1/AMR/NR Nanakramguda,
Gachibowli,
Hyderabad, Telangana – 500 032

Independent Practitioner's Report on the Compliance Status Certificate as required under SEBI Exemption Order bearing reference no. WTM/ASB/CFD/18/2024-25 dated January 24, 2025.

1. This report is issued in accordance with the terms of our engagement through mail dated 28.04.2025 ("**Engagement Letter**").

2. The report on the compliance status certificate given in the Exhibit (hereinafter referred to as "**Exhibit**") as attached with this report is required as per the SEBI Exemption Order No. WTM/ASB/CFD/18/2024-25 dated January 24, 2025 ("**Exemption Order**") by the Securities and Exchange Board of India ("**SEBI**"), granting exemption to your RNG Jayadev Trust ("**Trust**") making an open offer in terms of Regulation 3, Regulation 4 and Regulation 5 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**").

3. The above referenced Exemption Order had specifically listed certain conditions while granting the exemption and further stated that the Trust will obtain an annual compliance status certificate from an independent auditor (which are listed in the exhibit with this report) and submit the same to the relevant stock exchanges and file an acknowledged copy of the same with SEBI.

Management's Responsibility for the Exhibit

4. The preparation of the Exhibit is the responsibility of the management of Trust, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation, and maintenance of internal control relevant to the preparation and presentation of the report and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. The management of the Trust is also responsible for ensuring that the Trust complies with all the requirements and provides all relevant information to SEBI as required.

Practitioner's Responsibility

6. Pursuant to the Engagement Letter, it is our responsibility to review all the relevant documents and obtain necessary information and clarifications regarding compliance status of each of the conditions as given in the Exemption Order.

7. We conducted our examination of the Exhibit in accordance with the guidance note on reports or certificates for special purposes issued by the Institute of Chartered Accountants of India. The guidance note requires that we comply with the ethical requirements of the code of ethics issued by the Institute of Chartered Accountants of India.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

9. Based on our examination, as above, we are of the opinion that the conditions given in the Exemption Order and listed in the Exhibit are as per the requirement and in compliance with the Exemption Order.

10. To arrive at the above opinion, we have verified and referred to the list of documents as given in the Annexure attached to this report.

Restriction on Use

The certificate is addressed to and provided to the Trust solely for the purpose of enabling the Trust to submit it to the stock exchanges and file an acknowledged copy of this letter with SEBI and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For K. M. MOHANDASS & CO.
Chartered Accountants
Firm's Reg. No. 002119S

THARISH VASANTHA
Digitally signed by THARISH VASANTHA
Date: 2025.05.05 16:58:17 +05'30'

(Tharish V.)
Partner
Membership No. 227051

Place : Chennai
Date : 05-05-2025
UDIN : 25227051BMHYBD7433

Exhibit to the Report

Exemption Order Conditions & Compliance Status for the year ended March 31, 2025-

A. **Condition no. (i):** *The proposed acquisition shall be in accordance with the relevant provisions of the Companies Act, 2013 and other applicable laws;*

Compliance Status

The said acquisition by the Trust were in accordance with the relevant provisions of the Companies Act, 2013 and necessary compliance was done by Trust, as represented by its Trustee in its letter dated 29-04-2025

B. **Condition no. (ii):** *On completion of the proposed acquisition, the Proposed Acquirers shall file a report with SEBI within a period of 21 days from the sate of such acquisition, as provided in the Takeover Regulations, 2011;*

Compliance Status

(a) In accordance with the SEBI exemption order.no. WTM/ASB/CFD/18/2024-25 dated January 24, 2025, the shares were settled via off market transfer in the name of the Trust by Dr. Ramachandra Naidu Galla, Promoter. This was verified by us based on Demat Statement of the Trust dated 28.04.2025 ("Demat Statement").

(b) Dr. Ramachandra Naidu Galla, Trustee filed a report with SEBI in the manner provided in the Takeover Regulations on April 4, 2025.

C. **Condition no. (iii)**: *The statements/ averments made or facts and figures mentioned in the Application and other submissions by the Proposed Acquirers are true and correct;*

Compliance Status

We have verified the shareholding pattern of the Promotor Company pre-acquisition and post-acquisition, Demat Accounts statements of Trust, reports filed with SEBI as per the Takeover Regulations on April 4, 2025 and on the basis of representation letter dated 29-4-2025 issued by the Trust and hereby confirm that various statements / averments made, or facts and figures mentioned in the Exemption Application by the Trust to SEBI are true and correct.

D. **Condition no. (iv):** *The proposed Acquirers shall ensure compliance with the statements, disclosures and undertakings made in the Application. The proposed Acquirers shall also ensure compliance with the provisions of the SEBI Circular.*

Compliance Status :

(a) On verification of the Demat Statement, we confirm that the Trust continues to hold the entire above referred transferred shareholding as on March 31, 2025 & April 28, 2025

(b) We further confirm that based on the Representation Letter issued by the Trust to us, there is no change or amendment made by the Trust regarding various undertakings submitted by the Trust, namely —

(i) The beneficial interest of the beneficiaries of the Trust has not been transferred, assigned or encumbered in any manner including by way of pledge or mortgage;

(ii) Ownership or control of shares or voting rights vests not only directly with the trustees but also indirectly with the beneficiaries;

(iii) No limitation of liability of trustees / beneficiaries in relation to the provisions of the SEBI Act and the regulations framed there under;

(iv) No change or dilution of the liabilities and obligations of the transferors imposed under the SEBI Act and the regulations framed there under pursuant to the off-market transfer of shares of the Promotor Company by the transferors to the Trust; and

(v) The covenants in the Trust Deed are not contrary to the conditions specified by the Exemption Order and the undertaking provided by the Transferors.

E. **Condition no. (v):** The Trust shall also ensure that the covenants in the Trust Deed are not contrary to the above conditions. In such case, the Trust Deed shall be suitably modified and expeditiously reported to SEBI.

Compliance Status

Based on the Representation Letter provided to us by the Trust, we confirm that the covenants in the Trust Deed are not contrary to the conditions specified by the Exemption Order and the undertaking provided by the Trust. As such, the provisions of the Trust Deed are in compliance with the terms and conditions of the Exemption Order.

List of Documents and Records verified / referred:

1. Trust Deed dated December 12, 2023, supplemental trust deed dated August 12, 2024, and supplemental to supplemental trust deed dated November 06, 2024.
2. Exemption Application to SEBI dated December 17, 2024.
3. PAN card copies of the Trust.
4. PAN card copies of all Trustees and Beneficiaries of the Trust.
5. Share Registrar statement of Shareholding pattern as on 31st March 2025.
6. Bank statements of Trust from its incorporation till 31st March 2025.
7. Client master report of Trust dated 28th April 2025.
8. Copy of submission of report under section [10(7)] of Takeover Regulations to SEBI dated April 04, 2025.
9. Demat account statement of trust dated 28.04.2025
10. **Disclosures made by:**
    (i) transferor (being the promoters of the Company) under Regulation 10(5) dated March 01, 2025, of the Takeover Regulations;
    (ii) transferor (being the promoters of the Company) Regulation 10(6) dated March 07, 2025, of the Takeover Regulations; and
    (iii) transferor (being the promoters of the Company) Regulation 29(2) dated March 07, 2025, of the Takeover Regulations;

Date: 09-05-2025

To, National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block Bandra-Kurla Complex Bandra (E) Mumbai – 400 051 **NSE Symbol: ARE&M**	To, BSE Limited Corporate Relations Department Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400 001 **BSE SCRIP CODE: 500008**

Ref: Exemption order issued by the Securities and Exchange Board of India on January 24, 2025, under Regulation 11(1) and Section 11(2)(h) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 bearing reference no. WTM/ASB/CFD/18/2024-25

Subject: Compliance Status Certificate for the financial year ending March 31, 2025

Dear Sir/Madam,

We refer to the order dated January 24, 2025 issued by the Securities and Exchange Board of India (“**SEBI**”) under Section 11(1) and Section 11(2)(h) of Securities and Exchange Board of India Act, 1992 read with Regulation 11(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”) bearing reference no. WTM/ASB/CFD/18/2024-25 (“**Exemption Order**”) in the matter of off market acquisition of shares and voting rights in Amara Raja Energy & Mobility Limited (“**Target Company**”) by **RNG Ramadevi Trust** (“**Trust**”), in terms of which the Trust was granted exemption from certain provisions of the SEBI Takeover Regulations, with respect to making an open offer in terms of Regulation 3, Regulation 4 and Regulation 5 of the Takeover Regulations.

In terms of paragraph 9 (i)(x) of the Exemption Order, the Trust is required to obtain an annual compliance status certificate from an independent auditor and submit the same to the relevant stock exchanges and file an acknowledged copy of the same with SEBI.

Enclosed is the compliance status certificate issued by M/s. K.M.Mohandass & Co., Chartered Accountants, for the year ending March 31, 2025 for your information and records.

Thanking you

For RNG Ramadevi Trust

RAMACHANDRA NAIDU GALLA

Digitally signed by RAMACHANDRA NAIDU GALLA
Date: 2025.05.09 12:11:10 +05'30'

Dr.Ramachandra N Galla
Trustee

Encl.: Compliance Status Certificate for the year ended March 31, 2025.

CC:
(i) The Securities and Exchange Board of India,
SEBI Bhawan, BKC,
Plot No. C4-A, ‘G’ Block
Bandra-Kurla Complex, Bandra (E)
Mumbai-400051, Maharashtra

(ii) The Company Secretary
Amara Raja Energy & Mobility Limited
(Formerly known as Amara Raja Batteries Limited)
Renigunta – Cuddapah Road, Karakambadi
Tirupati – 517520, Andhra Pradesh

K. M. MOHANDASS & Co.,
CHARTERED ACCOUNTANTS
No.36, First Floor,
Sait Colony First Street,
Egmore, Chennai – 600 008.
+044 2819 1418 / 2418 / 3418
1957kms@gmail.com
www.kmm.co.in

To

The Trustee
RNG Ramadevi Trust
Terminal A, 1-18/1/AMR/NR Nanakramguda,
Gachibowli,
Hyderabad, Telangana – 500 032

Independent Practitioner's Report on the Compliance Status Certificate as required under SEBI Exemption Order bearing reference no. WTM/ASB/CFD/18/2024-25 dated January 24, 2025.

1. This report is issued in accordance with the terms of our engagement through mail dated 28.04.2025 ("**Engagement Letter**").

2. The report on the compliance status certificate given in the Exhibit (hereinafter referred to as "**Exhibit**") as attached with this report is required as per the SEBI Exemption Order No. WTM/ASB/CFD/18/2024-25 dated January 24, 2025 ("**Exemption Order**") by the Securities and Exchange Board of India ("**SEBI**"), granting exemption to your RNG Ramadevi Trust ("**Trust**") making an open offer in terms of Regulation 3, Regulation 4 and Regulation 5 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**").

3. The above referenced Exemption Order had specifically listed certain conditions while granting the exemption and further stated that the Trust will obtain an annual compliance status certificate from an independent auditor (which are listed in the exhibit with this report) and submit the same to the relevant stock exchanges and file an acknowledged copy of the same with SEBI.

Management's Responsibility for the Exhibit

4. The preparation of the Exhibit is the responsibility of the management of Trust, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation, and maintenance of internal control relevant to the preparation and presentation of the report and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. The management of the Trust is also responsible for ensuring that the Trust complies with all the requirements and provides all relevant information to SEBI as required.

Practitioner's Responsibility

6. Pursuant to the Engagement Letter, it is our responsibility to review all the relevant documents and obtain necessary information and clarifications regarding compliance status of each of the conditions as given in the Exemption Order.

7. We conducted our examination of the Exhibit in accordance with the guidance note on reports or certificates for special purposes issued by the Institute of Chartered Accountants of India. The guidance note requires that we comply with the ethical requirements of the code of ethics issued by the Institute of Chartered Accountants of India.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

9. Based on our examination, as above, we are of the opinion that the conditions given in the Exemption Order and listed in the Exhibit are as per the requirement and in compliance with the Exemption Order.

10. To arrive at the above opinion, we have verified and referred to the list of documents as given in the Annexure attached to this report.

Restriction on Use

The certificate is addressed to and provided to the Trust solely for the purpose of enabling the Trust to submit it to the stock exchanges and file an acknowledged copy of this letter with SEBI and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For K. M. MOHANDASS & CO.
Chartered Accountants
Firm's Reg. No. 002119S

THARISH VASANTHA
Digitally signed by THARISH VASANTHA
Date: 2025.05.05 16:59:18 +05'30'

(Tharish V.)
Partner
Membership No. 227051

Place : Chennai
Date : 05-05-2025
UDIN : 25227051BMHYBE3198

Exhibit to the Report

Exemption Order Conditions & Compliance Status for the year ended March 31, 2025-

A. **Condition no. (i):** *The proposed acquisition shall be in accordance with the relevant provisions of the Companies Act, 2013 and other applicable laws;*

Compliance Status

The said acquisition by the Trust were in accordance with the relevant provisions of the Companies Act, 2013 and necessary compliance was done by Trust, as represented by its Trustee in its letter dated 29-04-2025

B. **Condition no. (ii):** *On completion of the proposed acquisition, the Proposed Acquirers shall file a report with SEBI within a period of 21 days from the sate of such acquisition, as provided in the Takeover Regulations, 2011;*

Compliance Status

(a) In accordance with the SEBI exemption order.no. WTM/ASB/CFD/18/2024-25 dated January 24, 2025, the shares were settled via off market transfer in the name of the Trust by Dr. Ramachandra Naidu Galla, Promoter. This was verified by us based on Demat Statement of the Trust dated 28.04.2025 ("Demat Statement").

(b) Dr. Ramachandra Naidu Galla, Trustee filed a report with SEBI in the manner provided in the Takeover Regulations on April 4, 2025.

C. **Condition no. (iii)**: *The statements/ averments made or facts and figures mentioned in the Application and other submissions by the Proposed Acquirers are true and correct;*

Compliance Status

We have verified the shareholding pattern of the Promotor Company pre-acquisition and post-acquisition, Demat Accounts statements of Trust, reports filed with SEBI as per the Takeover Regulations on April 4, 2025 and on the basis of representation letter dated 29-4-2025 issued by the Trust and hereby confirm that various statements / averments made, or facts and figures mentioned in the Exemption Application by the Trust to SEBI are true and correct.

D. **Condition no. (iv):** *The proposed Acquirers shall ensure compliance with the statements, disclosures and undertakings made in the Application. The proposed Acquirers shall also ensure compliance with the provisions of the SEBI Circular.*

Compliance Status :

(a) On verification of the Demat Statement, we confirm that the Trust continues to hold the entire above referred transferred shareholding as on March 31, 2025 & April 28, 2025

(b) We further confirm that based on the Representation Letter issued by the Trust to us, there is no change or amendment made by the Trust regarding various undertakings submitted by the Trust, namely —

(i) The beneficial interest of the beneficiaries of the Trust has not been transferred, assigned or encumbered in any manner including by way of pledge or mortgage;

(ii) Ownership or control of shares or voting rights vests not only directly with the trustees but also indirectly with the beneficiaries;

(iii) No limitation of liability of trustees / beneficiaries in relation to the provisions of the SEBI Act and the regulations framed there under;

(iv) No change or dilution of the liabilities and obligations of the transferors imposed under the SEBI Act and the regulations framed there under pursuant to the off-market transfer of shares of the Promotor Company by the transferors to the Trust; and

(v) The covenants in the Trust Deed are not contrary to the conditions specified by the Exemption Order and the undertaking provided by the Transferors.

E. **Condition no. (v):** The Trust shall also ensure that the covenants in the Trust Deed are not contrary to the above conditions. In such case, the Trust Deed shall be suitably modified and expeditiously reported to SEBI.

Compliance Status

Based on the Representation Letter provided to us by the Trust, we confirm that the covenants in the Trust Deed are not contrary to the conditions specified by the Exemption Order and the undertaking provided by the Trust. As such, the provisions of the Trust Deed are in compliance with the terms and conditions of the Exemption Order.

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    - (ii) transferor (being the promoters of the Company) Regulation 10(6) dated March 07, 2025, of the Takeover Regulations; and
    - (iii) transferor (being the promoters of the Company) Regulation 29(2) dated March 07, 2025, of the Takeover Regulations;