NOTICE

NOTICE is hereby given that the Twenty Eighth Annual General Meeting (AGM) of the Members of Automotive Stampings and Assemblies Limited will be held on Tuesday, the 5th day of June, 2018 at 2.30 p.m. at Moolgaokar Auditorium, Ground Floor, A Wing, MCCIA Trade Tower, International Convention Centre, Senapati Bapat Road, Pune 411 016 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Deepak Rastogi (DIN: 02317869) who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of Auditors and fix their remuneration.

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

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of B S R & Co. LLP, Chartered Accountants, (Firm Registration No.: 101248W/W-100022), as Auditors of the Company to hold office from the conclusion of this Twenty Eighth (28th) Annual General Meeting (AGM) till the conclusion of the Twenty Ninth (29th) AGM to be held in 2019 to examine and audit the accounts of the Company for the financial year 2018-19 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. **To approve Related Party transactions of the Company with Tata Capital Financial Services Limited (TCFSL)**

   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 applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed thereunder and in terms of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, in continuation of omnibus approval of Audit Committee and transactions reviewed/ approved by Audit Committee at its meeting held on July 28, 2017, October 23, 2017, January 29, 2018 and April 26, 2018 consent of the Members of the Company be and is hereby accorded for entering into transaction(s) of availing / repayment of short term loans or working capital demand loans or any other loans, availing of/ repayment of term loans, payment of interest, processing fees or lease rent or any other financial charges, sale, supply / purchase of goods, materials etc. to / from TCFSL, selling or otherwise disposing of or buying, leasing of assets/ property of any kind to / from

TCFSL , rendering / availing of any services to / from TCFSL, expenses, sale or purchase of fixed assets to /from TCFSL, any transaction in the nature of loan / advance from time to time with or without interest/ charges thereon including rollover / extension of maturity from time to time, if any, issue / providing of any Guarantee or security, if any, any other transaction including transactions related to rate revisions, waiver, reimbursement/ recovery of expenses etc. whether material or otherwise, for the period of 5 (five) financial years with effect from April 1, 2017, with TCFSL a Related Party, up to an estimated annual value of ₹ 120 Crore (Rupees One Hundred and Twenty Crore only) excluding taxes to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and TCFSL.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including delegation of powers as may be necessary, proper or expedient to give effect to this Resolution."

5. To approve Related Party transactions of the Company with Tata Steel Processing and Distribution Limited (TSPDL)

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 applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed thereunder and in terms of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, in continuation of omnibus approval of Audit Committee and transactions reviewed/ approved by Audit Committee at its meeting held on July 28, 2017, October 23, 2017, January 29, 2018 and April 26, 2018 consent of the Members of the Company be and is hereby accorded for entering into transaction(s) of sale, supply / purchase of goods, materials, tools, dies, fixtures etc., selling or otherwise disposing of or buying, leasing of property of any kind to / from TSPDL, rendering / availing of any services to / from TSPDL, warranty expenses, sale or purchase of fixed assets to / from TSPDL, any transaction in the nature of loan / advance from time to time with or without interest/ charges thereon including rollover / extension of maturity from time to time if any, issue / providing of any Guarantee or security, if any, any other transaction including transactions related to rate revisions, reimbursement/ recovery of expenses etc. whether material or otherwise, for the period of 5 (five) financial years with effect from April 1, 2017, with TSPDL a Related Party, up to an estimated annual value of ₹ 70 Crore (Rupees Seventy Crore only) excluding taxes to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and TSPDL.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including delegation of powers as may be necessary, proper or expedient to give effect to this Resolution."

6. To approve Related Party transactions of the Company with Tata AutoComp Systems Limited (TACO)

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 applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed thereunder and in terms of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, in continuation of omnibus approval of Audit Committee and transactions reviewed/ approved by Audit Committee at its meeting held on July 28, 2017, October 23, 2017, January 29, 2018 and April 26, 2018 consent of the Members of the Company be and is hereby accorded to enter into transaction(s) of sale, supply / purchase of goods, materials etc. to / from TACO, selling or otherwise disposing of or buying, leasing of property of any kind to / from TACO, rendering / availing of any services to / from TACO, any transaction of loan, Inter Corporate Deposits from TACO with or without interest / charges thereon including rollover / extension of maturity from time to time, sale or purchase of fixed assets to /from TACO, issue of Letter of Comfort / providing of any guarantee or security, if any by TACO, any other transactions with / by TACO including reimbursement / recovery of expenses etc. whether material or otherwise, for a period of five (5) financial years with effect from April 1, 2019 with TACO, a Related Party, up to an estimated annual value of ₹ 75 Crore (Rupees Seventy Five Crore only) excluding taxes to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and TACO.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including but not limited to delegation of powers as may be necessary, proper or expedient to give effect to this Resolution."

BY ORDER OF THE BOARD
For Automotive Stampings and Assemblies Limited

Ashutosh Kulkarni
Company Secretary
Membership No.:-A18549

Date: April 26, 2018
Place : Pune

Registered Office:
G-71/2, MIDC Industrial Area,
Bhosari, Pune 411 026.

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective must be received by the Company duly completed and signed not less than 48 hours before the commencement of the AGM. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate Resolution /authority, as applicable, issued on behalf of the nominating organisation. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act a proxy for any other person or Member.
2. A Proxy Form and Attendance Slip for the AGM are enclosed herewith.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Businesses to be transacted at the AGM is annexed hereto.
4. Corporate Members intending to send their authorised representatives to attend the meeting in terms of Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution authorising such representative to attend and vote on its behalf at the AGM.
5. Members/Proxies/ Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the AGM.
6. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member is entitled to inspect the proxies lodged at any time during the business hours of the Company.
7. Members are requested to bring their personal copy of the Annual Report to the meeting.
8. Queries on financial statements and/ or operations of the Company, if any, may please be sent to the Company seven days in advance of the meeting so that the answers may be made available at the AGM.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
10. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
11. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, May 30, 2018 to Tuesday, June 5, 2018 (both days inclusive).
12. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, NECS mandates, Power of Attorney, change of address/name, etc. to their Depository Participant only. Changes intimated to the Depository Participants will be automatically reflected in the Company's record which will help the Company and its Registrar and Transfer Agent to provide efficient and better services.

13. Transfer of Unclaimed / Unpaid amounts and shares to the Investor Education and Protection Fund (IEPF):

- Pursuant to Section 125 and all other applicable provisions, if any, of the Companies Act, 2013, the amount of the dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to unpaid dividend account of the Company shall be transferred to the Investor Education and Protection Fund (the "Fund") set up by the Government of India.
- The dividend for the financial year ended March 31, 2010 which remained unpaid or unclaimed over a period of seven years was transferred by the Company to the Fund on August 18, 2017.
- Any person/ Member who has not claimed the dividend in respect of the financial year ended March 31, 2011 or any year thereafter is requested to approach the Company/ Registrar and Transfer Agent of the Company for claiming the same.
- It may be noted that the unpaid/ unclaimed dividend for the financial year ended March 31, 2011 in respect of the Company is due for transfer to the Fund on July 24, 2018.
- Further Ministry of Corporate Affairs has recently notified new Rules namely "Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016" which have come into force from September 7, 2016. The said Rules, amongst other matters, contain provisions for transfer of all shares in respect of which dividend has not been paid or claimed for seven consecutive years in the name of IEPF Demat Account. The details of unpaid / unclaimed dividend and number of shares liable to be transferred are available on website: www.autostampings.com.
- Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed / unpaid for a period of seven years from the dates they became first due for payment. However, Shareholders may claim from IEPF Authority both unclaimed dividend amount and the shares transferred to IEPF Suspense Account as per the applicable provisions of Companies Act, 2013 and rules made thereunder.
- In order to help Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends for the financial year ended March 31, 2011 and subsequent years on the Website of Investor Education and Protection Fund: www.iepf.gov.in and on the website of the Company: www.autostampings.com.

14. Members / investors may contact the Company on the designated E-mail ID:cs@autostampings.com for faster action from the Company's end.

15. In accordance with the provisions of Article 36 of Articles of Association of the Company, Mr. Deepak Rastogi (DIN: 02317869) will retire by rotation at the AGM and being eligible, offers himself for re-appointment. Pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, additional information in respect of Directors retiring by rotation and seeking re-appointment at the AGM is given in Corporate Governance Section in the Annual Report.

16. The Company has paid the annual listing fees to the respective Stock Exchange(s) for the financial year 2018-19.

17. As per the Scheme of Arrangement (demerger) of 2001 between the Company and JBM Auto Limited (formerly known as JBM Auto Components Limited), the Members of the Company were required to surrender the original share certificates of the Company for exchange of new shares certificates of both the Companies. The Company had pending share certificates of those Members who had not submitted their share certificates in terms of the scheme of arrangement for exchange and also of those Members in whose case new share certificates remained undelivered. In compliance with Clause 5A of the erstwhile Listing Agreement issued by SEBI, after following the prescribed procedure, the shares which remained unclaimed, were dematerialised and transferred to a demat account in the name of "Automotive Stampings and Assemblies Limited - Unclaimed Securities Suspense Account".

    The Members are requested to refer the note wrt Unclaimed Shares in Corporate Governance Report for further information in this behalf.

18. Non-Resident Indian Members are requested to inform the Company/Depository Participant, immediately of:

    a. Change in their residential status on return to India for permanent settlement.

    b. Particulars of their bank account maintained in India with complete bank name, branch, account type, MICR number, account number and address of the bank with pin code number, if not furnished earlier.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Registrar & Transfer Agents.

20. In terms of the "Green Initiative" undertaken to protect the environment and reduce the carbon foot print, the Company has commenced sending various communications to the Members through electronic mode. Based on the communication made in this behalf by the Company, the Annual Report for the financial year including the Notice for AGM is being sent in an electronic form to those Members whose e-mail IDs have been registered with the Depositories / Registrar and Transfer Agent. For the Members who have not registered their email address, physical copy of the Annual Report is being sent in permitted mode. The same will also be available on the website of the Company i.e. www.autostampings.com. We would also like to clarify that the Members still shall be entitled to receive physical copies by making a specific request for the same at any point of time.

21. To support the "Green Initiative", Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Transfer Agent or their Depository Participant, in respect of shares held in physical or electronic mode respectively.

    Members are requested to notify any change in their email ID or bank mandates or address to the Company and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the Company. In respect of holding in electronic form, Members are requested to notify any change of email ID or bank mandates or address to their Depository Participants.

22. Relevant documents referred to in the accompanying Notice and Statement are open for inspection by the Members at the Registered Office of the Company on all working days, during normal business hours up to the date of the Meeting and also at the AGM.

23. **Voting through electronic means**

    The complete details of the instructions for e-voting are annexed to this Notice. These details form an integral part of the Notice.

24. Route map showing directions to reach the venue of the Twenty Eighth AGM is annexed.

25. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

26. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 with the Company. Blank forms will be supplied on request.

27. Members who still hold share certificates in physical form are advised to dematerialise the shareholding to avail the benefits of dematerialisation.

ANNEXURE TO THE NOTICE

(Explanatory Statement pursuant to Section 102 of the Companies Act, 2013)

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3, 4, 5 and 6 of the accompanying Notice dated April 26, 2018.

ITEM NO. 3

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

B S R & Co. LLP, Chartered Accountants, (Firm Registration No.: 101248W/W- 100022), were appointed as the statutory auditors of the Company at the 27th Annual General Meeting (AGM) of the Company held on July 28, 2017 to hold office from the conclusion of Twenty Seventh (27th) AGM from FY 2017-18 for a period of five consecutive financial years till the conclusion of Thirty Second (32nd) AGM to be held in FY 2022-23. The Company has received letter under Section 139 of the Act and the Companies (Audit and Auditors) Rules, 2014 from B S R & Co. LLP, Chartered Accountants to the effect that if the appointment is ratified it would be in accordance with provisions of Section 141 of the Act and that they are not disqualified.

As per the provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM.

Accordingly, ratification of the Members is being sought for appointment of statutory auditors as per the proposal contained in the Resolution set out at Item No. 3 of the notice.

The Board recommends an Ordinary Resolution at Item No. 3 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution set out at Item No. 3 of the accompanying notice.

ITEM NO. 4

Further to Section 188 and any other applicable provisions of the Act and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) amended from time to time, all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the Members.

TCFSL is related party of the Company as per the Act read with Rules, Listing Regulations and as per Ind- AS 24. Considering business exigencies, during FY 2017-18, TCFSL has provided to the Company various financial facilities in the form of term loan/ short term loans/ working capital demand loans etc. Further the Company has availed long term loan/ working capital demand loans from TCFSL in the past and has business relationship with TCFSL since last several years.

In light of the above, your Company has been dealing through such transactions with the said related party. The individual transaction values would be commercially agreed based on mutual discussions / negotiations with related party.

As per Regulation 23 of Listing Regulations, a transaction with a related party shall be considered material, if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited Financial Statements of the Company. All material Related Party

Transactions shall require approval of the Members.

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said ongoing transactions. These transactions are material in terms of the provisions of Regulation 23 of the Listing Regulations and therefore, the Board has proposed the same to be placed before the Members for their approval as an Ordinary Resolution at the 28th Annual General Meeting of the Company. The said approval would be effective for the period of five financial years with effect from April 1, 2017. Looking at the nature of business of the Company and the transactions, such approval of Members for the period of five financial years would be essentially required at this point of time.

The key details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as below:

1. Name of the related party and nature of relationship: Tata Capital Financial Services Limited (TCFSL), Fellow Subsidiary of Ultimate Holding Company.
2. Applicability of the agreement / arrangement is subject to statutory approval, if any.- Not applicable
3. Notice period for termination: Based on various contracts.
4. Manner of determining the pricing and other commercial terms: Based on commercial negotiations, on arm's length basis, as far as possible and in tune with market parameters.
5. Disclosure of interest: None of the Directors, Key Managerial Personnel or their respective relatives are interested or concerned in the Resolution.
6. Duration – 5 financial years as stated above.
7. Monetary value: Estimated values as mentioned in the Resolution.
8. Nature, material terms and particulars of the arrangement:

Name of the Company	Nature of Contract / arrangement
Tata Capital Financial Services Limited (TCFSL)	Availing / repayment of short term loans or working capital demand loans or term loans/ any other loans
	Payment of interest, fees /processing fees or lease rent or other financial charges etc.
	Sale, supply / purchase of goods, materials etc. to / from TCFSL
	Selling or otherwise disposing of or buying, leasing of assets/ property of any kind to / from TCFSL
	Rendering / availing of any services to/ from TCFSL
	Any transaction of loan, Inter Corporate Deposits from TCFSL with or without interest / charges thereon including roll–over / extension of maturity, waiver from time to time
	Sale or purchase of fixed assets to /from TCFSL
	Issue of Letter of Comfort / providing of any Guarantee or security, if any, by TCFSL
	Any other transactions with / by TCFSL including reimbursement / recovery of expenses etc.

9. Any other information relevant or important for the Members to make a decision on the proposed transaction: None.

   None of the Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution.

   The Board recommends an Ordinary Resolution set out at Item No.4 of the Notice for approval by the Members.

ITEM NO. 5

Further to the Section 188 and any other applicable provisions of the Act and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) amended from time to time, all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the Members.

Your Company operates in Sheet Metal Components, Assemblies and Sub- Assemblies segment of the Auto Components Industry. It manufactures a range of sheet metal components and assemblies for the Automobile Industry and is a Tier One auto components supplier. One of the major raw materials required is various types of steel. Your Company has been procuring steel from various Vendors including Tata Steel Processing and Distribution Limited (TSPDL) and has business relationship with TSPDL since last few years. Your Company procures just in time / just in sequence raw materials as may be required. The objective being to serve in a most efficient way and providing just-in-time deliveries to run the production line smoothly.

TSPDL is related party of the Company as per Ind-AS 24. Considering business exigencies, during FY 2017-18, the Company had purchased raw materials/ goods, availed certain services etc. from TSPDL. In light of the above, your Company has been dealing through such transactions with the said related party. The individual transaction values would be commercially agreed based on mutual discussions / negotiations with related party.

As per Regulation 23 of Listing Regulations, a transaction with a related party shall be considered material, if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited Financial Statements of the Company. All material Related Party Transactions shall require approval of the Members.

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said ongoing transactions. These transactions are material in terms of the provisions of Regulation 23 of the Listing Regulations and therefore, the Board has proposed the same to be placed before the Members for their approval as an Ordinary Resolution at the 28th Annual General Meeting of the Company. The said approval would be effective for the period of five financial years with effect from April 1, 2017. Looking at the nature of business of the Company and the transactions, such approval of Members for the period of five financial years would be essentially required at this point of time.

The key details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as below:

1. Name of the related party and nature of relationship: Tata Steel Processing and Distribution Limited (TSPDL), Fellow Associate of Ultimate Holding Company.

2. Applicability of the agreement / arrangement is subject to statutory approval, if any.- Not applicable
3. Notice period for termination: Based on various contracts.
4. Manner of determining the pricing and other commercial terms: Based on commercial negotiations, on arm's length basis, as far as possible and in tune with market parameters.
5. Disclosure of interest: None of the Directors, Key Managerial Personnel or their respective relatives are interested or concerned in the Resolution.
6. Duration – 5 financial years as stated above.
7. Monetary value: Estimated values as mentioned in the Resolution.
8. Nature, material terms and particulars of the arrangement:

Name of the Company	Nature of Contract / arrangement
Tata Steel Processing and Distribution Limited (TSPDL)	Sale, supply / purchase of goods, materials, tools, dies, fixtures etc. to /from TSPDL
	Selling or otherwise disposing of or buying, leasing of property of any kind to / from TSPDL
	Rendering / availing of any services to / from TSPDL
	Warranty expenses
	Sale / purchase of Fixed Assets to / from TSPDL
	Any transaction in the nature of loan / advance from time to time with or without interest/ charges thereon including rollover / extension of maturity from time to time, if any
	Issue / providing of any Guarantee or security, if any
	Any other transaction including transactions related to rate revisions, reimbursement/ recovery of expenses etc.

9. Any other information relevant or important for the Members to make a decision on the proposed transaction: None.

   None of the Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution.

   The Board recommends an Ordinary Resolution set out at Item No.5 of the Notice for approval by the Members.

ITEM NO. 6

Further to the Section 188 and any other applicable provisions of the Act and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) amended from time to time, all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the Members.

TACO being holding Company is related party of the Company as per the Act read with Rules, Listing Regulations and as per Ind- AS 24. TACO being holding Company provides support services such as IT, ERP, logistics and other services etc. to your Company. Further there are certain expenses which are cross charged and are recovered by TACO and vice a versa accordingly.

Apart from the above transactions, TACO has provided Inter Corporate Deposits (ICDs) /long term loans to your Company from time to time from FY 2012-13 amounting to ₹ 26.50 Crore and short term loans of ₹ 17.50 Crore in FY 2017-18. These ICDs/ short term loans/ long term loans have been rolled over till FY 2019-20 as per Boards' approval.

In light of the above, your Company has been dealing through such transactions with the said related party. The individual transaction values would be commercially agreed based on mutual discussions / negotiations with related party.

As per Regulation 23 of Listing Regulations, a transaction with a related party shall be considered material, if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited Financial Statements of the Company. All material Related Party Transactions shall require approval of the Members.

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said ongoing transactions. Earlier the Members at 26th AGM of the Company held on July 25, 2016, approved RPTs with TACO for a period of 3 years w.e.f. April 1, 2016 to March 31, 2019 for an aggregate amount of ₹ 50 Crore per annum plus applicable taxes. The said approval is expiring on March 31, 2019. The Board has proposed to enhance the amount by additional ₹ 25 Crore and to obtain approval of Members at ensuing 28th AGM for a further period of 5 years w.e.f. April 1, 2019 to March 31, 2024 for an aggregate amount of ₹ 75 Crore per annum plus applicable taxes. These transactions may be considered as material for the coming financial years in terms of the provisions of Regulation 23 of the Listing Regulations and therefore, the Board has proposed the same to be placed before the Members for their approval as an Ordinary Resolution at the 28th Annual General Meeting of the Company. The said approval would be effective for the period of five financial years with effect from April 1, 2019. Looking at the nature of business of the Company and the transactions, such approval of Members for the period of five financial years would be essentially required at this point of time.

The key details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as below:

1. Name of the related party and nature of relationship: Tata Autocomp Systems Ltd (TACO), Holding Company.
2. Applicability of the agreement / arrangement is subject to statutory approval, if any.- Not applicable
3. Notice period for termination: Based on various contracts.
4. Manner of determining the pricing and other commercial terms: Based on commercial negotiations, on arm's length basis, as far as possible and in tune with market parameters.
5. Disclosure of interest: Mr. Ajay Tandon, Director of the Company holds position of CEO and Managing Director of TACO. Apart from him none of the other Directors, Key Managerial Personnel or their respective relatives are interested or concerned in the Resolution.
6. Duration – 5 financial years as stated above.

7. Monetary value: Estimated values as mentioned in the Resolution.

8. Nature, material terms and particulars of the arrangement:

Name of the Company	Nature of Contract / arrangement
Tata AutoComp Systems Ltd. (TACO)	Sale, supply / purchase of goods, materials etc. to / from TACO
	Selling or otherwise disposing of or buying, leasing of property of any kind to / from TACO
	Rendering / availing of any services to/ from TACO
	Any transaction of loan, Inter Corporate Deposits from TACO with or without interest / charges thereon including roll–over / extension of maturity from time to time
	Sale or purchase of fixed assets to /from TACO
	Issue of Letter of Comfort / providing of any Guarantee or security, if any, by TACO
	Any other transactions with / by TACO including reimbursement / recovery of expenses etc.

9. Any other information relevant or important for the Members to make a decision on the proposed transaction: None.

Except as mentioned above none of the Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution.

The Board recommends an Ordinary Resolution set out at Item No.6 of the Notice for approval by the Members.

BY ORDER OF THE BOARD
For Automotive Stampings and Assemblies Limited

Ashutosh Kulkarni
Company Secretary
Membership No.:-A18549

Date: April 26, 2018
Place : Pune

Registered Office:
G-71/2, MIDC Industrial Area,
Bhosari, Pune 411 026.

INSTRUCTIONS FOR E-VOTING

1. In compliance with provisions of Section 108 of the Companies Act, 2013, and rules framed there under, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to offer e-voting facility to the Members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice convening the 28th Annual General Meeting, through Central Depository Services (India) Limited {CDSL}.

2. The e-voting facility is available at the link www.evotingindia.com.

3. The e-voting facility will be available during the following voting period:

Start Day, Date & Time	End Day, Date & Time
Saturday, June 2, 2018 09:00 a.m. IST	Monday, June 4, 2018 05:00 p.m. IST

4. The e-voting module shall be disabled by CDSL 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 vote again.

5. For the benefit of Members who will be present at the meeting and who have not cast their votes through e-voting, the facility for voting through Poll paper will be made available at the meeting.

   The Members who have cast their votes by e-voting may also attend the meeting but shall not be entitled to cast their vote again at the AGM.

6. The voting rights of Members (for voting through e-voting or by Poll paper at the meeting) shall be in proportion to their share(s) in the paid up equity share capital of the Company as on the cut-off i.e. Tuesday, May 29, 2018. 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. Tuesday, May 29, 2018 only shall be entitled to avail the facility of e-voting as well as voting by poll paper at the AGM.

7. The Board of Directors of the Company has appointed Mr. S. V. Deulkar, Partner, SVD & Associates, Company Secretaries (Membership number – FCS - 1321), to act as Scrutinizer for conducting the e-voting process in a fair and transparent manner.

8. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Annual Report (including AGM Notice) and holds shares as on the cut-off date i.e. Tuesday, May 29, 2018 may follow the instructions for e-voting mentioned below. In case such Member has not updated his or her PAN with the Company or the Depository Participant, may obtain the sequence no. by sending a request at pune@linkintime.co.in.

9. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through e-voting in the presence of at least two

witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.

10. The results declared along with the Scrutinizer's Report will be placed on the Company's website: www.autostampings.com and on the website of CDSL e-Voting www.evotingindia.com immediately after their declaration and the same shall simultaneously communicated to BSE Limited and National Stock Exchange of India Limited.

11. The instructions to Members for e-voting are as under:-

(i) Open the e-mail. The e-mail will inter alia include the sequence number of the Member in case the Member has not updated his or her PAN with the Company or the Depository Participant.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders / Members

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members) • Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN of **AUTOMOTIVE STAMPINGS AND ASSEMBLIES LIMITED** on which you choose to vote.

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App. Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

A TATA Enterprise

ASAL

AUTOMOTIVE STAMPINGS AND ASSEMBLIES LIMITED

CIN: L28932PN1990PLC016314

Registered Office: G-71/2, MIDC Industrial Area, Bhosari, Pune 411026, Tel: 020-6631 4318 Fax: 020-6631 4343
E-mail: cs@autostampings.com Website: www.autostampings.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of
the Companies (Management and Administration) Rules, 2014- Form No. MGT -11]

28th Annual General Meeting – Tuesday, June 5, 2018

Name of the Member(s)		E-mail id	
Registered address		Folio no. / *Client ID	
		* DP ID	

* Applicable for Investors holding shares in electronic form.

I/ We being the member(s) of ……shares of the above named Company, hereby appoint:

1. Name: …….....E-mail id: .....
   Address: …….....
   ….....Signature: .....or failing him/her
2. Name: …….....E-mail id: .....
   Address: …….....
   ….....Signature: .....or failing him/her
3. Name: …….....E-mail id: .....
   Address: …….....
   ….....Signature: .....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Twenty Eighth Annual General Meeting of the Company, to be held on Tuesday, the 5th day of June, 2018 at 2.30 p.m. at Moolgaokar Auditorium, Ground Floor, A Wing, MCCIA Trade Tower, International Convention Centre, Senapati Bapat Road, Pune 411 016 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution number	Resolution	Vote (Optional see Note 2)		
		For	Against	Abstain
Ordinary business				
1	Adoption of Audited Financial Statements, Board's and Auditors' Reports for the financial year ended March 31, 2018			
2	Appointment of Mr. Deepak Rastogi (DIN: 02317869) liable to retire by rotation and being eligible, offers himself for re-appointment			
3	Ratification of the Appointment of the Statutory Auditors and to fix their remuneration			
Special business				
4	Approval of Related Party transactions with Tata Capital Financial Services Limited (TCFSL)			
5	Approval of Related Party transactions with Tata Steel Processing and Distribution Limited (TSPDL)			
6	Approval of Related Party transactions with Tata AutoComp Systems Limited (TACO)			

Signed this..... day of 2018

Affix Revenue Stamp

....
Signature of the Member Signature of the Proxy holder(s)

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of Annual General Meeting (on or before June 3, 2018 at 2:30 p.m. IST).
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.
3. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

ASAL

AUTOMOTIVE STAMPINGS AND ASSEMBLIES LIMITED

CIN: L28932PN1990PLC016314
Registered Office: G-71/2, MIDC Industrial Area, Bhosari, Pune 411026, Tel: 020-6631 4318 Fax: 020-6631 4343
E-mail: cs@autostampings.com Website: www.autostampings.com

ATTENDANCE SLIP

(To be presented at the entrance)

Sr. No:

Folio No. / DP ID & Client ID	
Name and address of the first named Member/ proxy/ Authorized Representative	
Name of Joint Holder(s), if any	
No. of Shares held	

I/we certify that I/we am/are Member(s)/proxy for the Member(s) of the Company.

I/we hereby record my/our presence at the TWENTY-EIGHTH ANNUAL GENERAL MEETING of the Company on Tuesday, the 5th day of June, 2018 at 2.30 p.m. at Moolgaokar Auditorium, Ground Floor, A Wing, MCCIA Trade Tower, International Convention Centre, Senapati Bapat Road, Pune 411 016.

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Member's / Proxy's Signature Signature of Joint holder

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	*Sequence No. / PAN

*****Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the Sequence Number field*.

Notes:

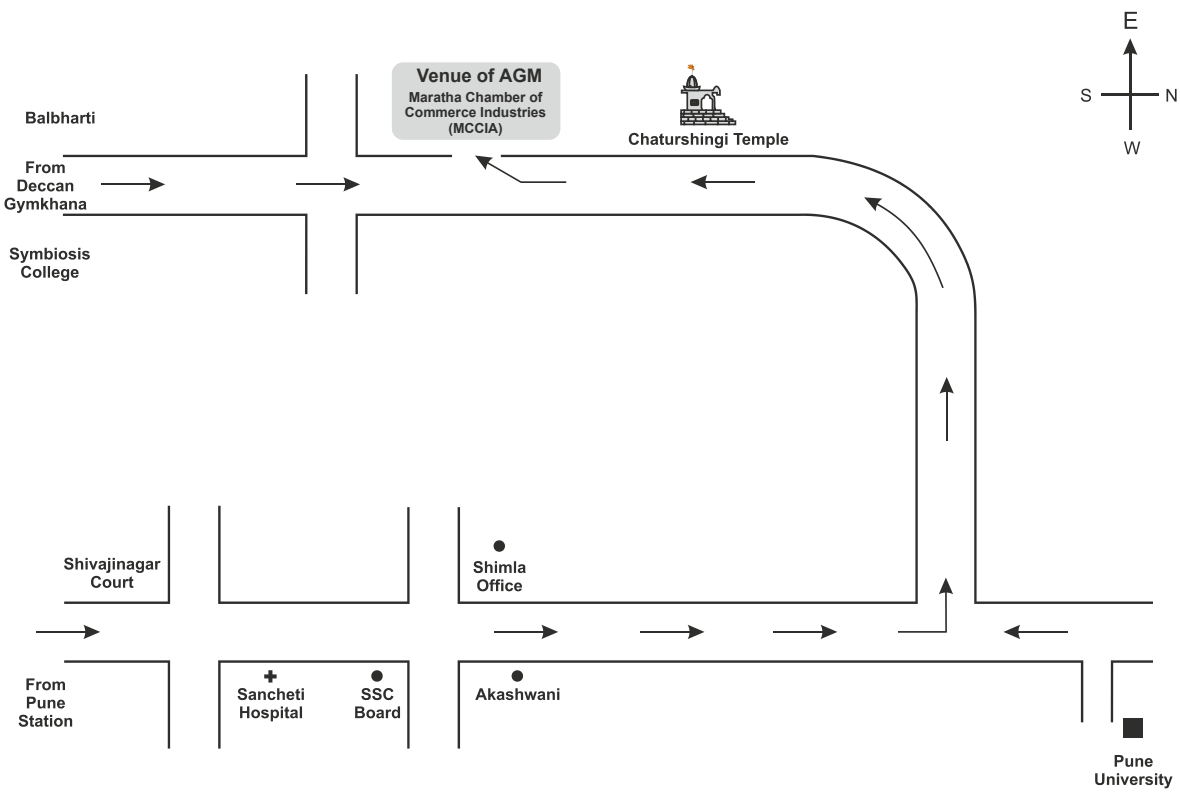
1. Please read the instructions relating to e-voting printed under the Notes to the Notice of the 28th Annual General Meeting to be held on Tuesday, the 5th day of June, 2018 at 2.30 p.m.

2. Members/Proxy are requested to bring the attendance slips with them when they come to the Meeting and hand them over at the entrance after affixing their signature on them. Joint Members may obtain additional Attendance Slips at the entrance.

3. The remote e-Voting period starts from Saturday, June 2, 2018 (9.00 AM IST) and ends on Monday, June 4, 2018 (5.00 PM IST). The voting module shall be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter.

Route Map to the AGM Venue

Venue & Landmark:
Moolgaokar Auditorium,
Ground Floor, A Wing, MCCIA Trade Tower,
International Convention Centre,
Senapati Bapat Road, Pune 411 016.



Distance from Pune Station: 6.6 km