

Automotive Stampings and Assemblies Limited

NOTICE

NOTICE is hereby given that the Thirty-Fifth (35th) Annual General Meeting (AGM) of the Members of Automotive Stampings and Assemblies Limited will be held on Wednesday, July 30, 2025 at 11.00 A.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**
2. **TO APPOINT A DIRECTOR IN PLACE OF MR. BHARATKUMAR PAREKH (DIN: 01521346) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

SPECIAL BUSINESS:

3. **TO APPOINT M/S SVD AND ASSOCIATES, COMPANY SECRETARIES, PUNE AS SECRETARIAL AUDITORS FOR THE TERM OF 5 (FIVE) CONSECUTIVE YEARS**

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

"RESOLVED THAT pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the provisions of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per the recommendations of Audit Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded for appointment of M/s SVD and Associates, Company Secretaries, Pune (Peer reviewed Certificate No. 6357/2025) as the Secretarial Auditors of the Company to hold office for a period of 5 (Five) consecutive years commencing from the financial year 2025-26 to financial year 2029-30.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby severally authorized to determine the remuneration of the Secretarial Auditors including the revision in the remuneration during the tenure, if any, basis the inflation, in consultation with the Secretarial Auditors, in addition to reimbursement of all out-of-pocket expenses, to be incurred by them in connection with the Secretarial Audit and to file necessary forms with Registrar of Companies and to do all such acts, deeds and things, as may be necessary, to give effect to this resolution."

4. **TO RATIFY THE REMUNERATION PAYABLE TO THE COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Members of the Company be and hereby ratify the payment of remuneration of ₹75,000/- (Rupees Seventy Five Thousand Only), plus applicable taxes and reimbursement of out-of-pocket-expenses at actual to Harshad S. Deshpande and Associates, Cost Accountants, Pune (Registration No. 00378) appointed by the Board on the recommendation of the Audit Committee, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company, Chief Executive Officer, Chief Financial Officer and Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

5. TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TATA MOTORS LIMITED (TML)

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 applicable 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, the consent of the Members of the Company be and is hereby accorded to enter into transaction(s) of sale, supply/purchase of goods, materials, tools, dies, fixtures etc. to/from TML, selling or otherwise disposing of or buying, leasing of property of any kind to/from TML, rendering/availing of any services to/from TML, warranty expenses, sale or purchase of fixed assets to/from TML, any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/extension of maturity from time to time from TML, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise, for the period w.e.f ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2025-26 with TML a Related Party, up to an estimated annual value of ₹350 Crore (Rupees Three Hundred Fifty 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 TML.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts, deeds, matters and things including but not limited to 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 HENDRICKSON SUSPENSIONS PRIVATE LIMITED (THSL)

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 applicable 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, the consent of the Members of the Company be and is hereby accorded to enter into transaction(s) of sale, supply/purchase of goods, materials, tools, dies, fixtures etc. to/from THSL, selling or otherwise disposing of or buying, leasing of property of any kind to/from THSL, rendering/availing of any services to/from THSL, warranty expenses, sale or purchase of fixed assets to/from THSL, any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/extension of maturity from time to time from THSL, any other transaction including transactions related to rate revisions, reimbursement/ recovery of expenses etc. whether material or otherwise, for the period w.e.f ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2025-26 with THSL, a Related Party, up to an estimated annual value of ₹90 Crore (Rupees Ninety 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 THSL.

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

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7. TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH FIAT INDIA AUTOMOBILES PRIVATE LIMITED (FIAT)

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 applicable 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, the consent of the Members of the Company be and is hereby accorded to enter into transaction(s) of sale, supply/purchase of goods, materials, tools, dies, fixtures etc. to/from FIAT, selling or otherwise disposing of or buying, leasing of property of any kind to/from FIAT, rendering/availing of any services to/from FIAT, warranty expenses, sale or purchase of fixed assets to/from FIAT, any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/extension of maturity from time to time from FIAT, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise, for the period w.e.f ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2025-26 with FIAT, a Related Party, up to an estimated annual value of ₹180 Crore (Rupees One Hundred Eighty crore) 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 FIAT.

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

8. TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TATA STEEL DOWNSTREAM PRODUCTS LIMITED (TSDPL)

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 applicable 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, the consent of the Members of the Company be and is hereby accorded to enter into transaction(s) of sale, supply/purchase of goods, materials, tools, Scarp, dies, fixtures etc. to/from TSDPL, selling or otherwise disposing of or buying, leasing of property of any kind to/ from TSDPL, rendering/availing of any services to/from TSDPL, warranty expenses, sale or purchase of fixed assets to/from TSDPL, any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/extension of maturity from time to time from TSDPL, any other transaction including transactions related to rate revisions, reimbursement/ recovery of expenses etc. whether material or otherwise, for the period w.e.f ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2025-26 with TSDPL, a Related Party, up to an estimated annual value of ₹210 Crore (Rupees Two Hundred Ten 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 TSDPL.

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

9. TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TATA AUTOCOMP SYSTEMS LIMITED (TATA AUTOCOMP)

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 applicable 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, the consent of the Members of the Company be and is hereby accorded to enter into transaction(s) of sale, supply/purchase of goods, materials, tools, dies, fixtures etc. to/from TATA AUTOCOMP, selling or otherwise disposing of or buying, leasing of property of any kind to/from TATA AUTOCOMP, rendering/availing of any services to/from TATA AUTOCOMP, warranty expenses, sale or purchase of fixed assets to/from TATA AUTOCOMP, any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/ extension of maturity from time to time from TATA AUTOCOMP, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise, for the period w.e.f ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2025-26 with TATA AUTOCOMP, a Related Party, up to an estimated annual value of ₹240 Crore (Rupees Two Hundred Forty 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 TATA AUTOCOMP.

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

10. TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TATA AUTOCOMP GOTION GREEN ENERGY SOLUTIONS PRIVATE LIMITED (TATA GOTION)

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 applicable 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, the consent of the Members of the Company be and is hereby accorded to enter into transaction(s) of sale, supply/purchase of goods, materials, tools, dies, fixtures etc. to/ from TATA GOTION, selling or otherwise disposing of or buying, leasing of property of any kind to/from TATA GOTION, rendering/availing of any services to/from TATA GOTION, warranty expenses, sale or purchase of fixed assets to/from TATA GOTION, any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/extension of maturity from time to time from TATA GOTION, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise, for the period w.e.f ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2025-26 with TATA GOTION, a Related Party, up to an estimated annual value of ₹180 Crore (Rupees One Hundred Eighty 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 TATA GOTION.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts, deeds, matters and things including

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but not limited to delegation of powers as may be necessary, proper or expedient to give effect to this Resolution.”

11. TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TATA MOTORS PASSENGER VEHICLES LIMITED (TMPVL)

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 applicable 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, the consent of the Members of the Company be and is hereby accorded to enter into transaction(s) of sale, supply/purchase of goods, materials, tools, dies, fixtures etc. to/ from TMPVL, selling or otherwise disposing of or buying, leasing of property of any kind to/from TMPVL, rendering/availing of any services to/from TMPVL, warranty expenses, sale or purchase of fixed assets to/ from TMPVL, any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/extension of maturity from time to time from TMPVL, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise, for the period w.e.f ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2025-26 with TMPVL, a Related Party, up to an estimated annual value of ₹450 Crore (Rupees Four Hundred Fifty 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 TMPVL.

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

12. TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TATA PASSENGER ELECTRIC MOBILITY LIMITED (TPEML)

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 applicable 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 the consent of the Members of the Company be and is hereby accorded to enter into transaction(s) of sale, supply/purchase of goods, materials, tools, dies, fixtures etc. to/from TPEML, selling or otherwise disposing of or buying, leasing of property of any kind to/from TPEML, rendering/availing of any services to/from TPEML, warranty expenses, sale or purchase of fixed assets to/ from TPEML, any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/extension of maturity from time to time from TPEML, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise for the period w.e.f ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2025-26 with TPEML, a Related Party, up to an estimated annual value of ₹120 Crore (Rupees One Hundred 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 TPEML.

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

13. REVISION IN REMUNERATION OF MR. SUHAS DODE, MANAGER DESIGNATED AS CHIEF EXECUTIVE OFFICER

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

“**RESOLVED THAT** in partial modification of earlier resolution passed at the Annual General Meeting of the Company held on August 14, 2023 for the appointment of Mr. Suhas Dode, Manager designated as Chief Executive Officer of the Company and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Members of the Company be and is hereby accorded to revise the Terms of remuneration of Mr. Suhas Dode, Manager designated as Chief Executive Officer of the Company, by way of increase in the amount of basic salary payable to Mr. Suhas Dode, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) and fixation of scale with authority to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary, w.e.f. April 01, 2025 till April 30, 2028 on such Terms and Conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

Remuneration:

- a. Basic Salary: In the scale of ₹90,000 to ₹3,00,000/- per month with authority to the Board and/or Nomination and Remuneration Committee to fix his basic salary within the above scale, the Salary with effect from April 01, 2025 being ₹1,21,791/- per month. The increments may be decided by the Board and/or Nomination and Remuneration Committee from time to time.
- b. Incentive Remuneration: The base performance incentive remuneration is ₹11,01,819 p.a. amount of Incentive remuneration can go up to 150% of ₹11,01,819 p.a. and may be paid at the discretion of the Board and/or Nomination and Remuneration Committee and based on certain performance criteria.
- c. Perquisites and allowances: Mr. Suhas Dode will be entitled to the perquisites and allowances as per the Company Rules in addition to the salary and incentive remuneration. Such allowances (A) and perquisites (B) will be subject to a maximum of 430% of his annual basic salary earned in a respective financial year under the following criteria:
 - In arriving at the value of the perquisites in so far as there exists a provision for valuation of perquisites under the Income Tax Rules, the value shall be determined on the basis of Income Tax Rules in force from time to time. In the absence of any such Rules, Perquisites and allowances shall be determined at actual cost incurred by the Company in providing such perquisites and allowances.
 - Company’s contribution to Provident Fund and Superannuation Fund or Annuity Fund (subject to tax), to the extent these either singly or together are not taxable under the Income-tax Act, Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

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In particular, the following perquisites and allowances are currently allowed to Mr. Suhas Dode w.e.f. April 01, 2025.

A) Allowances:

- Executive Allowance - 40% Of Basic Salary Per month (or any other Allowance paid as per the Company Rules)
- Driver Allowance - ₹12,000/- per month
- Car Allowance - ₹16,500/- per month
- Fuel and Maintenance allowance - ₹12,000/- per month
- Personal Pay - ₹2,92,552/- per month

B) Perquisites:

- i) Housing: The Company may provide hired unfurnished accommodation; or where no accommodation is provided by the Company, then House Rent Allowance shall be paid. The Rent for the accommodation and/or House Rent Allowance shall be subject to a ceiling of an amount equal to 70% of basic salary of the respective financial year of the appointee.
- ii) Medical Reimbursement: Expenditure incurred by the appointee and his family on domiciliary medical treatment shall be reimbursed, subject to a ceiling of 8.33% of Basic salary. The amount may be paid as a Medical Allowance on a monthly basis, subject to a ceiling of 8.33% of Basic Salary of the respective financial year as per the rules of the Company. Assistance for actual medical expenses in the event of hospitalization, incurred for self, family shall be as per the rules of the Company.
- iii) Leave and Leave Travel Concession: Leave on full salary & encashment of unavailed balance during the tenure shall be as per the rules of the Company. The Leave Travel Allowance may be paid by way of a monthly/annual allowance subject to a ceiling of 8.33% of Basic salary in a respective financial year as per the rules of the Company.
- iv) Insurance: Mr. Suhas Dode shall be eligible for the benefit of Group Medclaim Insurance and Group Personal Accident Insurance Policies taken out as per the rules of the Company.
- v) Other benefits/ amenities like sale assets, if any at concessional rate after the specified period, cash allowance in lieu of certain amenities/benefits, etc., shall be as per the rules of the Company.
- vi) Contributions to Provident Fund, Superannuation Fund or Annuity Fund shall be as per the rules of the Company.
- vii) Gratuity and encashment of leave at the end of his tenure shall be permitted as per the rules of the Company.

Minimum Remuneration

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Suhas Dode, Manager designated as Chief Executive Officer of the Company has no profit or its profits are inadequate, the Company shall nevertheless continue to pay to Mr. Suhas Dode all the remuneration by way of salary (including incentive remuneration) and allowances and perquisites as set out in the Employment Agreement as minimum remuneration, pursuant to Section II of Part II of Schedule V of the Act for the time being in force (including any statutory modifications or re-enactment thereof), or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board/Nomination and Remuneration Committee be and are hereby authorised to alter and vary the terms and conditions of appointment and/or remuneration of Mr. Suhas Dode, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Act (including any statutory modifications or re-enactment(s) thereof, for the time being in force).

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

BY ORDER OF THE BOARD

For Automotive Stampings and Assemblies Limited

Saurabh Erande
Company Secretary
M. No: A25908

Date : April 25, 2025

Place : Pune

Registered Office:

TACO House, Plot No- 20/B FPN085, V.G. Damle Path,
Off Law College Road, Erandwane, Pune: 411004, Maharashtra, India

NOTES

1. The Ministry of Corporate Affairs ('MCA'), inter alia, vide its General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars') and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC/OAVM.
2. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business of the Notice is annexed hereto. Requisite declarations have been received from Director(s) for seeking appointment/re-appointment.
3. Pursuant to Section 113 of the Act, Institutional /Corporate members (i.e., any Body Corporate) may appoint its representative to attend the AGM on their behalf and to vote electronically either during the remote e-voting period or during the AGM. For this necessary Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at nashikkargaurav07@gmail.com with a copy marked to cs@autostampings.com.
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of determining the quorum. [Section 103 of the Act]
5. The attendance through VC/OAVM is restricted and hence members will be allowed on first come first served basis. However, as per the MCA Circulars attendance of Members holding more than 2% of the shares of the Company, Institutional Investors as on the Cut-off Date, Directors, Key Managerial Personnel and Auditors will not be restricted on first come first served basis.
6. In accordance with the provisions of Article 36 of Articles of Association of the Company, Mr. Bhartkumar Parekh (DIN: 01521346) will retire by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to Section 118(10) of the Act and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI). Additional information in respect of Directors retiring by rotation seeking re-appointment at the AGM is given in the Corporate Governance Section of this Annual Report.
7. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars on holding AGM through VC/OAVM mode, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
8. Queries on financial statements and/or operations of the Company, if any, may please be sent to the Company at email ID: cs@autostampings.com, 7 (Seven) days in advance of the Meeting so that the answers may be made available at the AGM.
9. The applicable Statutory Registers of the Company under provisions of the Companies Act, 2013, will be available electronically for inspection by the Members before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to cs@autostampings.com

10. The cut-off date for e-voting will be Wednesday, July 23, 2025.
11. As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019, except in case of request received for transmission or transposition of securities which shall be effected only in dematerialised form w.e.f. January 24, 2022. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or MUFG Intime India Private Limited (Earlier Link Intime India Private Limited), Company's Registrar and Transfer Agents for assistance in this regard.
12. Transfer of Unclaimed/Unpaid amounts and shares to the Investor Education and Protection Fund (IEPF):
 - a. Pursuant to Section 124 and 125 and all other applicable provisions, if any, of the Companies Act, 2013, ('The Act') the amount of the dividend remaining unpaid or unclaimed for a period of 7 (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.
 - b. Further, in accordance with Section 124(6) of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, amongst other matters, all shares in respect of which dividend has remained unclaimed or unpaid for 7 (Seven) consecutive years or more are required to be transferred to the Demat Account of the IEPF Authority. Accordingly, all the shares in respect of which dividends were declared upto the financial years ended March 31, 2012 and remained unpaid or unclaimed were transferred to the IEPF Demat Account. The details of unpaid/ unclaimed dividend and numbers of shares liable to be transferred / transferred are available on website: www.autostampings.com
 - c. 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 7 (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 Demat Account as per the applicable provisions of Companies Act, 2013 and rules made thereunder. The Member/ Claimant is required to make an online application to the IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in) along with requisite fees as decided by the IEPF Authority from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules. In order to help Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends on the website of Investor Education and Protection Fund: www.iepf.gov.in and on the website of the Company: www.autostampings.com.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, bank mandate details, etc., to their DPs in case the shares are held in electronic form and to the Registrar at Pune@in.mpms.mufg.com case the shares are held in physical form, quoting your folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Registrar & Transfer Agents at Pune@in.mpms.mufg.com in case the shares are held in Physical Form, quoting your Folio No.
15. Members may note that as per SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/ 2024/37 dated May 7, 2024, it is mandatory for all holders of physical securities in listed entities to update their KYC and

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choice of Nomination with the Registrar and Share Transfer Agent ('RTA'), in case they have not updated the same. As per the SEBI Circular, effective from April 1, 2024.

RTA will attend to all service requests of the shareholders with respect to transmission, dividend, etc., only after updating the above details in the records.

As per the aforesaid SEBI Circular, members holding securities in physical form may note that any future dividend payable against their shareholding would be withheld if their KYC and choice of Nomination are not updated with the RTA. For the purpose of updation of KYC and choice of Nomination, members are requested to send the necessary forms (ISR-1, ISR-2 and SH-13) along with the necessary attachments mentioned in the said Forms to RTA.

Members may please note that listed companies shall issue Letter of confirmation against any request received in respect to Issue of duplicate securities certificate, exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

16. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for Payment of Dividend etc. Members holding shares in physical form are requested to submit the filled in form to the Company at cs@autostampings.com or to the Registrar in physical mode or in electronic mode at Pune@in.mpms.mufg.com, as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or MUFG Intime India Private Limited (Earlier Link Intime India Pvt. Limited), Registrar & Transfer Agents of the Company.
17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar & Transfer Agents, the details of such folios together with the share certificates for consolidating their holdings in one folio. Letter of Confirmation for consolidated share certificate will be issued to such Members after making requisite changes.
18. Members who wish to inspect the relevant documents referred above and those in the Notice can send an email to cs@autostampings.com up to date of this AGM.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
20. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
21. In compliance with the MCA Circulars and SEBI Circular No SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 07, 2023, and SEBI Circular No SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice along with Annual Report has been disclosed on the website of the Company at www.autostampings.com and also available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.
22. The physical copy of the Annual Report will be sent to the Shareholders based on the specific request received. As per Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, a letter containing the web-link, including the exact path, where complete details of the Annual Report are available, is being sent to all the Shareholders who have not registered their Email IDs with the Company or Depository Participants or MUFG Intime

India Private Limited (Earlier Link Intime India Private Limited), Registrar & Transfer Agent (RTA) of the Company.

In case any Member wishes to get a physical copy of the Annual Report, a request may be sent to the Company at cs@autostampings.com or RTA at email: Pune@in.mpms.mufg.com mentioning the folio number / DP ID and Client ID numbers, as the case may be.

23. 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 dematerialized 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 w.r.t. Unclaimed Shares in Corporate Governance Report for further information in this behalf.

24. Non-Resident Indian Members are requested to inform the Company/Depository Participant, immediately of:
- Change in their residential status on return to India for permanent settlement.
 - 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.
25. 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.
26. 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.
 - 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 35th Annual General Meeting through National Securities Depository Limited (NSDL).
 - The e-voting facility is available at the link www.evoting.nsdl.com.
 - The remote e-voting facility will be available during the following voting period:

Start Day, Date & Time	End Day, Date & Time
Sunday, July 27, 2025 at 09.00 A.M. (IST)	Tuesday, July 29, 2025, 05.00 P.M. (IST)

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5. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast vote again.
6. The voting rights of Members (for voting through e-voting or voting 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 date i.e. Wednesday, July 23, 2025. 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. Wednesday, July 23, 2025 only shall be entitled to avail the facility of e-voting as well as voting at the AGM.
7. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holds shares as on the cut-off date i.e. Friday, June 27, 2025 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 number by sending a request at Pune@in.mpms.mufig.com
8. For the benefit of Members present at the Meeting and who have not cast their votes through remote e-voting, the facility for e-voting will be available during the Meeting. The Members who have cast their votes by remote e-voting may attend the Meeting but shall not be entitled to cast their vote again at the AGM.
9. The Board of Directors of the Company has appointed CS Gaurav Nashikkar, Partner, GSD & Associates or failing him CS Devesh Tudekar, Partner, GSD & Associates Company Secretaries, Pune to act as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
10. The Scrutinizer immediately after the conclusion of the AGM, will unblock the votes cast through remote e-voting and e-voting at the AGM and shall make a consolidated scrutinizer's report of the total votes cast in Favour or Against, Invalid Votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairperson or a person authorized by him, within 48 (Forty Eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
11. 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 NSDL www.evoting.nsdl.com immediately after their declaration and the same shall be simultaneously communicated to BSE Limited and National Stock Exchange of India Limited.

REMOTE E-VOTING THROUGH ELECTRONIC MEANS

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">   </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

	For Physical shareholders and other than individual shareholders holding shares in Demat.
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 134209 then user ID is 134209001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsd.com.

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- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN - 134209” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nashikkargaurav07@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com

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

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

you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

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

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

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

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@autostampings.com. The same will be replied by the company suitably.
6. Registration of Speaker:

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail ID mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at cs@autostampings.com from Monday, July 21, 2025, (9:00 a.m. IST) to Wednesday, July 23, 2025 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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ANNEXURE TO THE NOTICE

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

Pursuant to Section 102 of the Companies Act, 2013 ('Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 13 of the accompanying Notice dated April 25, 2025.

Special Business:

ITEM NO 3: APPOINTMENT OF SECRETARIAL AUDITORS

The Board at its meeting held on April 25, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s SVD & Associates, Practicing Company Secretaries, a peer reviewed firm (Firm Registration Number: P2013MH031900) as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Brief profile of M/s. SVD & Associates, Company Secretaries in practice as under:

M/s SVD & Associates, Company Secretaries, Pune, was formed in 2014 by professionals of varied skill sets, to bring out synergy in corporate legal and corporate advisory services with a pivotal role in Secretarial Audit. Catering to a wide range of clients, including a large number of listed and multinational companies, its strength is its team of qualified, experienced and trained professionals who treasure the value of diligence and knowledge. The firm is peer reviewed in terms of the peer review guidelines issued by the Institute of Company Secretaries of India (ICSI). More details of the firm are available at their website at the weblink: <https://www.svdandassociates.com/>. No order has been passed by ICSI/SEBI/MCA/any other competent authority/Court, both in India or outside India, in past 5 years against the proposed secretarial auditor. The Board after taking into account the qualification and experience of M/s. SVD & Associates and the certificate submitted by them, was of the opinion that they are qualified to be appointed as the Secretarial Auditors of the Company in accordance with the Listing Regulations and the Circular, the qualification and experience of M/s. SVD & Associates is commensurate with the size and requirements of the Company and have accordingly recommended their appointment as the Secretarial Auditors for the term, as set out in the proposed resolution, to the Members of the Company. It is further proposed that the remuneration to be paid to the Secretarial Auditor for issuing the Secretarial Audit Report and other report, certificates or opinions as the Board may approve to obtain from the Secretarial Auditors, may be determined, from time to time, by any Director, Chief Executive Officer, Chief Financial Officer or Company Secretary of the Company in this regard. In addition to the remuneration, the Secretarial Auditor shall be entitled to receive the out-of-pocket expenses as may be incurred by them during the course of the Audit or issuance of any other certificate or report or opinion. The consent cum certificate and Peer Review Certificate received from M/s SVD & Associates, and the letter of engagement inter-alia containing the terms of engagement including remuneration shall be available for inspection by the Members in electronic form up to the date of Annual General Meeting. The Members seeking to inspect these documents may send an email request to cs@autostampings.com

The proposed fees in connection with the secretarial audit shall be ₹4,00,000/- (Rupees Four Lakhs only) plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and SVD & Associates. In addition to the secretarial audit, SVD & Associates shall provide such other services in the nature of certifications and other

professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this item.

Accordingly, the Board recommends the Resolution as set out in Item No. 3 of this Notice for approval of the Members as an Ordinary Resolution.

ITEM NO 4: TO RATIFY THE REMUNERATION PAYABLE TO THE COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25

On the recommendation of the Audit Committee, the Board of Directors at their meeting held on August 06, 2024 approved the appointment of Harshad S. Deshpande & Associates, Cost Accountants, as Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the financial year ending March 31, 2025 at a remuneration of ₹75,000/- (Rupees Seventy-Five Thousand Only) plus taxes as may be applicable and reimbursement of such other out of pocket expenses, as may be incurred by them during the course of Audit. Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members are required to ratify the remuneration to be paid to the Cost Auditors of the Company. Accordingly, the Members of the Company are requested to ratify remuneration payable to the Cost Auditors for conducting the Audit of Cost records, for the financial year ending March 31, 2025.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this item.

Accordingly, the Board recommends the Resolution as set out in Item No. 4 of this Notice for approval of the Members as an Ordinary Resolution.

ITEM NO 5: TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TATA MOTORS LIMITED (TML)

Pursuant to Section 188 and any other applicable provisions of the Companies Act 2013 ("Act") and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, all Related Party Transactions (RPT) shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

Tata Motors Limited (TML) is related party of the Company as per the Act read with Rules, Listing Regulations and as per applicable Indian Accounting Standard (IND-AS). 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. It supplies sheet metal components and assemblies to major OEMs. Your Company has been selling, supplying sheet metal components and assemblies etc. to TML and has business relationship with TML since inception. Your Company also provides certain support services to TML and vice versa. Further there are certain expenses which are cross charged and are recovered by TML and vice versa accordingly.

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 Rupees One Thousand Crore or Ten Per Cent of the Annual Consolidated Turnover of the Listed Entity as per the last Audited Financial Statements of the Listed Entity, whichever is lower. All Material Related Party Transactions shall require prior approval of the Members.

Major sales/revenue from operations of the Company are generated from TML which is a related party for your Company. Your Company supplies just in time/just in sequence all components required by TML being the Company located in proximity to TML. Further your Company enters into various transaction(s) such as Sale,

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Supply/Purchase of Goods, Materials, Tools, Dies and Fixtures to/from TML, Selling or Otherwise Disposing off or Buying, Leasing of Property of any kind to/from TML, Rendering/Availing of any services to/from TML, Warranty Expenses, Sale or Purchase Of Fixed Assets to/from TML, any transaction in the nature of loan/advance, Guarantee or from security from time to time on such terms relating to or without interest/charges thereon including rollover/extension of maturity from time to time from TML, any other transaction including transactions related to Rate Revisions, Reimbursement/Recovery of Expenses etc. whether material or otherwise for its various projects. The objective being to serve in a most efficient way and providing just-in-time deliveries. In light of the above, your Company has been dealing through such transactions with the said related party.

The Members of the Company at its 34th (Thirty-Fourth) Annual General Meeting held on July 09, 2024 approved material RPTs with TML for a period w.e.f. July 09, 2024 till the ensuing Annual General Meeting (AGM) of FY 2024-25 for an aggregate limit of ₹600 Crore p.a. (excluding taxes).

Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on April 25, 2025 approved the limit of ₹350 Crore p.a. (plus applicable taxes) for a period w.e.f. ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2025-26 Subject to approval of the Members at the ensuing Annual General Meeting (AGM).

The individual transaction values would be commercially agreed based on mutual discussions/negotiations with related party.

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 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 ensuing Annual General Meeting (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution 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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as below:

- 1. Name of the related party and nature of relationship:** Tata Motors Limited, Related to Holding Company.
- 2. Applicability of the agreement/arrangement is subject to statutory approval, if any:** Not applicable
- 3. A summary of the information provided by the management of the listed entity to the audit committee:** Management communicated to the Audit Committee regarding related party, nature of transaction, tenure of transaction and other necessary information as per regulation.
- 4. Justification on proposed transaction is in the interest of the listed entity:** Proposed transaction will result into increase in business of the Company
- 5. Transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:** NA
- 6. Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction:** NA
- 7. Notice period for termination:** Based on various contracts.
- 8. 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.
- 9. Disclosure of interest:** None of the Directors, Key Managerial Personnel or their respective relatives are interested or concerned financially or otherwise in the Resolution.
- 10. Duration:** As mentioned in the Resolution.
- 11. Monetary value:** Estimated values as mentioned in the Resolution.

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

Name of the Company	Nature of Contract/Arrangement
Tata Motors Limited (TML)	Sale, Supply/Purchase of Goods, Materials, Tools, Dies, Fixtures etc. to/from TML
	Selling or otherwise disposing of or Buying, Leasing of Property of any kind to/from TML
	Rendering/Availing of any Services to/from TML
	Warranty Expenses
	Sale/Purchase of Fixed Assets to/from TML
	Any transaction in the nature of Loan/Advance, Guarantee or Security from time to time on such terms relating to Interest/Charges thereon including Rollover/Extension of maturity from time to time from TML
	Any other transactions with/by TML including Reimbursement/Recovery of Expenses etc.

13. 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.

Accordingly, the Board recommends the Resolution set out in Item No.5 of the Notice for approval by the Members as an Ordinary Resolution.

ITEM NO 6: TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TATA AUTOCOMP HENDRICKSON SUSPENSIONS PRIVATE LIMITED (THSL)

Pursuant to Section 188 and any other applicable provisions of the Companies Act 2013 (“Act”) and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, all Related Party Transactions (RPT) shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

Tata AutoComp Hendrickson Suspensions Private Limited (THSL) being an associate company of holding company is related party of the Company as per the Act read with Rules, Listing Regulations and as per applicable Indian Accounting Standard (IND-AS). 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. It supplies sheet metal components and assemblies to major OEMs. Your Company has been Selling, Supplying Sheet Metal Components and Assemblies etc. to THSL. Your Company also provides certain support services to THSL and vice versa. Further there are certain expenses which are cross charged and are recovered by THSL and vice versa accordingly.

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 Rupees One Thousand Crore or Ten Per Cent of the Annual Consolidated Turnover of the Listed Entity as per the last Audited Financial Statements of the Listed Entity, whichever is lower. All material Related Party Transactions shall require prior approval of the Members.

Your Company supplies just in time/just in sequence all components required by THSL being the Company located in proximity to THSL. Further your Company enters into various transaction(s) such as Sale, Supply/ Purchase of Goods, Materials, Tools, Dies and Fixtures to/from THSL, Selling or Otherwise Disposing off or Buying, Leasing of Property of any kind to/from THSL, Rendering/ Availing of any services to/from THSL, Warranty Expenses,

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Sale or Purchase of Fixed Assets to/from THSL, any transaction in the nature of Loan/ Advance, Guarantee or Security from time to time on such terms relating to interest/charges thereon including Rollover/Extension of maturity from time to time from THSL, any other transaction including transactions related to Rate Revisions, Reimbursement/Recovery of Expenses etc. whether material or otherwise for its various projects. The objective being to serve in a most efficient way and providing just-in-time deliveries. In light of the above, your Company has been dealing through such transactions with the said related party.

The Members of the Company at its 34th (Thirty-Fourth) Annual General Meeting held on July 09, 2024 approved material RPTs with THSL for a period w.e.f. July 09, 2024 till the ensuing Annual General Meeting (AGM) of FY 2024-25 for an aggregate limit of ₹150 Crore p.a. (Plus applicable taxes).

Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on April 25, 2025 approved the limit of ₹90 Crore p.a. (plus applicable taxes) for a period w.e.f. ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2025-26 Subject to approval of the Members at the ensuing Annual General Meeting (AGM).

The individual transaction values would be commercially agreed based on mutual discussions/negotiations with related party.

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 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 ensuing Annual General Meeting (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution 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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as below:

- 1. Name of the related party and nature of relationship:** Tata AutoComp Hendrickson Suspensions Private Limited (THSL), Associate Company of Holding Company
- 2. Applicability of the agreement/arrangement is subject to statutory approval, if any:** Not applicable
- 3. A summary of the information provided by the management of the listed entity to the audit committee:** Management communicated to the Audit Committee regarding related party, nature of transaction, tenure of transaction and other necessary information as per regulation.
- 4. Justification on proposed transaction is in the interest of the listed entity:** Proposed transaction will result into increase in business of the Company
- 5. Transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:** NA
- 6. Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction:** NA
- 7. Notice period for termination:** Based on various contracts.
- 8. 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.
- 9. Disclosure of interest:** Except Mr. Arvind Hari Goel (DIN: 02300813) Common Director, None of the Directors, Key Managerial Personnel or their respective relatives are interested or concerned financially or otherwise in the Resolution.
- 10. Duration:** As mentioned in the Resolution.

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

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

Name of the Company	Nature of Contract/Arrangement
Tata Autocomp Hendrickson Suspensions Private Limited (THSL)	Sale, Supply/Purchase of Goods, Materials, Tools, Dies, Fixtures etc. to/from THSL
	Selling or otherwise Disposing off or Buying, Leasing of Property of any kind to/from THSL
	Rendering/availing of any Services to/from THSL
	Warranty Expenses
	Sale/Purchase of Fixed Assets to/from THSL
	Any transaction in the nature of Loan/Advance, Guarantee or Security from time to time on such terms relating to interest/charges thereon including Rollover/Extension of maturity from time to time from THSL
	Any other transactions with/by THSL including Reimbursement/ Recovery of Expenses etc.

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

Except Mr. Arvind Hari Goel (DIN: 02300813) Common Director, None of the Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution.

Accordingly, the Board recommends the Resolution set out in Item No.6 of the Notice for approval by the Members as an Ordinary Resolution.

ITEM NO 7: TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH FIAT INDIA AUTOMOBILES PRIVATE LIMITED (FIAT)

Pursuant to Section 188 and any other applicable provisions of the Companies Act 2013 (“Act”) and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, all Related Party Transactions (RPT) shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

Fiat India Automobiles Private Limited (FIAT) is related party of the Company as per the Act read with Rules, Listing Regulations and as per applicable Indian Accounting Standard (IND-AS). 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. It Supplies Sheet Metal Components and Assemblies to major OEMs. Your Company has been Selling, Supplying Sheet Metal Components and Assemblies etc. to FIAT. Your Company also provides certain support services to FIAT and vice versa. Further there are certain expenses which are cross charged and are recovered by FIAT and vice versa accordingly.

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 Rupees One Thousand Crore or Ten Per Cent of the Annual Consolidated Turnover of the Listed Entity as per the last Audited Financial Statements of the Listed Entity, whichever is lower. All material Related Party Transactions shall require prior approval of the Members.

Your Company supplies just in time/just in sequence all components required by FIAT. Further your Company enters into various transaction(s) such as Sale, Supply/Purchase of Goods, Materials, Tools, Dies and Fixtures to/from FIAT, Selling or Otherwise Disposing of or Buying, Leasing of Property of any kind to/from FIAT, Rendering/

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Availing of any Services to/from FIAT, Warranty Expenses, Sale or Purchase of Fixed Assets to/from FIAT, any transaction in the nature of Loan/ Advance, Guarantee or from Security from time to time on such terms relating to or without Interest/Charges thereon including Rollover/ Extension of maturity from time to time from FIAT, any other transaction including transactions related to Rate Revisions, Reimbursement/Recovery of Expenses etc. whether material or otherwise for its various projects. The objective being to serve in a most efficient way and providing just-in-time deliveries. In light of the above, your Company has been dealing through such transactions with the said Related Party.

The Members of the Company at its 34th (Thirty-Fourth) Annual General Meeting held on July 09, 2024 approved material RPTs with FIAT for a period w.e.f. July 09, 2024 till the ensuing Annual General Meeting (AGM) of FY 2024-25 for an aggregate limit of ₹500 Crore p.a. (excluding taxes).

Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on April 25, 2025 approved the limit of ₹180 Crore p.a. (plus applicable taxes) for a period w.e.f. ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2025-26 Subject to approval of the Members at the ensuing Annual General Meeting (AGM).

The individual transaction values would be commercially agreed based on mutual discussions/negotiations with related party.

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 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 ensuing Annual General Meeting (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution 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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as below:

- 1. Name of the related party and nature of relationship:** Fiat India Automobiles Private Limited (FIAT), Related to the Holding Company.
- 2. Applicability of the agreement/arrangement is subject to statutory approval, if any:** Not applicable
- 3. A summary of the information provided by the management of the listed entity to the audit committee:** Management communicated to the Audit Committee regarding related party, nature of transaction, tenure of transaction and other necessary information as per regulation.
- 4. Justification on proposed transaction is in the interest of the listed entity:** Proposed transaction will result into increase in business of the Company
- 5. Transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:** NA
- 6. Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction:** NA
- 7. Notice period for termination:** Based on various contracts.
- 8. 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.
- 9. Disclosure of interest:** None of the Directors, Key Managerial Personnel or their respective relatives are interested or concerned financially or otherwise in the Resolution.
- 10. Duration:** As mentioned in the Resolution.
- 11. Monetary value:** Estimated values as mentioned in the Resolution.

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

Name of the Company	Nature of Contract/arrangement
Fiat India Automobiles Private Limited (FIAT)	Sale, Supply/Purchase of Goods, Materials, Tools, Dies, Fixtures etc. to/from FIAT
	Selling or otherwise Disposing off or Buying, Leasing of Property of any kind to/from FIAT
	Rendering/Availing of any services to/from FIAT
	Warranty Expenses
	Sale/Purchase of Fixed Assets to/from FIAT
	Any transaction in the nature of Loan/Advance, Guarantee or security from time to time on such terms relating to Interest/ Charges thereon including Rollover/Extension of maturity from time to time from FIAT
	Any other transactions with/by FIAT including Reimbursement/ Recovery of Expenses etc.

13. 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.

Accordingly, the Board recommends the Resolution set out at Item No.7 of the Notice for approval by the Members as an Ordinary Resolution.

ITEM NO 8: TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TATA STEEL DOWNSTREAM PRODUCTS LIMITED (TSDPL)

Pursuant to Section 188 and any other applicable provisions of the Companies Act 2013 (“Act”) and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, all Related Party Transactions (RPT) shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

Tata Steel Downstream Products Limited (TSDPL) is related party of the Company as per the Act read with Rules, Listing Regulations and as per applicable Indian Accounting Standard (IND-AS). 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. It supplies Sheet Metal Components and Assemblies to major OEMs. One of the major raw materials required is various types of steel. Your Company has been procuring steel from various Vendors including TSDPL and has business relationship with TSPDL since last few years. Your Company also provides certain support services TSDPL and vice versa. Your Company procures just in time/just in sequence raw materials as may be required. Further there are certain expenses which are cross charged and are recovered by TSDPL and vice versa accordingly.

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 Rupees One Thousand Crore or Ten Per Cent of the Annual Consolidated Turnover of the Listed Entity as per the last Audited Financial Statements of the Listed Entity, whichever is lower. All material Related Party Transactions shall require prior approval of the Members.

Your Company procures just in time / just in sequence raw materials as may be required from TSDPL. Further your Company enters into various transaction(s) such as Sale, Supply/Purchase Of Goods, Materials, Scrap,

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Tools, Dies and Fixtures to/from TSDPL, selling or otherwise disposing of or buying, leasing of property of any kind to/from TSDPL, Rendering/Availing of any services to/from TSDPL, Warranty Expenses, Sale Or Purchase of Fixed Assets to/from TSDPL, any transaction in the nature of Loan/ Advance, Guarantee or from security from time to time on such terms relating to or without Interest/Charges thereon including Rollover/Extension of maturity from time to time from TSDPL, any other transaction including transactions related to Rate Revisions, Reimbursement/Recovery of Expenses etc. whether material or otherwise for its various projects. The objective being to serve in a most efficient way and providing just-in-time deliveries. In light of the above, your Company has been dealing through such transactions with the said related party.

The Members of the Company at its 34th (Thirty-Fourth) Annual General Meeting held on July 09, 2024 approved material RPTs with TSDPL for a period w.e.f. July 09, 2024 till the ensuing Annual General Meeting (AGM) of FY 2024-25 for an aggregate limit of ₹500 Crore p.a. (excluding taxes).

Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on April 25, 2025 approved the limit of ₹210 Crore p.a. (plus applicable taxes) for a period w.e.f. ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2025-26 Subject to approval of the Members at the ensuing Annual General Meeting (AGM).

The individual transaction values would be commercially agreed based on mutual discussions/negotiations with Related Party.

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 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 ensuing Annual General Meeting (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution 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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as below:

- 1. Name of the related party and nature of relationship:** Tata Steel Downstream Products Limited (TSDPL), Related to the Holding Company.
- 2. Applicability of the agreement/arrangement is subject to statutory approval, if any:** Not applicable
- 3. A summary of the information provided by the management of the listed entity to the audit committee:** Management communicated to the Audit Committee regarding related party, nature of transaction, tenure of transaction and other necessary information as per regulation.
- 4. Justification on proposed transaction is in the interest of the listed entity:** Proposed transaction will result into increase in business of the Company
- 5. Transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:** NA
- 6. Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction:** NA
- 7. Notice period for termination:** Based on various contracts.
- 8. 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.
- 9. Disclosure of interest:** None of the Directors, Key Managerial Personnel or their respective relatives are interested or concerned financially or otherwise in the Resolution.

10. Duration: As mentioned in the Resolution.

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

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

Name of the Company	Nature of Contract/arrangement
Tata Steel Downstream Products Limited (TSDPL)	Sale, Supply/Purchase of Goods, Materials, Scrap, Tools, Dies, Fixtures etc. to/from TSDPL
	Selling or Otherwise Disposing of or Buying, Leasing of Property of any kind to/from TSDPL
	Rendering/Availing of any Services to/from TSDPL
	Warranty Expenses
	Sale/Purchase of Fixed Assets to/from TSDPL
	Any transaction in the nature of Loan/Advance, Guarantee or Security from time to time on such terms relating to Interest/Charges thereon including rollover/extension of maturity from time to time from TSDPL
	Any other transactions with/by TSDPL including Reimbursement/Recovery of Expenses etc.

13. 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.

Accordingly, the Board recommends the Resolution set out in Item No.8 of the Notice for approval by the Members as an Ordinary Resolution.

ITEM NO 9: TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TATA AUTOCOMP SYSTEMS LIMITED (TATA AUTOCOMP)

Pursuant to Section 188 and any other applicable provisions of the Companies Act 2013 (“Act”) and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, all Related Party Transactions (RPT) shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

Tata AutoComp Systems Limited (TATA AUTOCOMP) is a Holding Company of the company and Related Party of the Company as per the Act read with Rules, Listing Regulations and as per applicable Indian Accounting Standard (IND-AS). 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. Your Company provides certain support services to TATA AUTOCOMP and vice versa. Further there are certain expenses which are cross charged and are recovered by TATA AUTOCOMP and vice versa accordingly.

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 Rupees One Thousand Crore or Ten Per Cent of The Annual Consolidated Turnover of the Listed Entity as per the last Audited Financial Statements of the Listed Entity, whichever is lower. All material

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Related Party Transactions shall require prior approval of the Members.

Your Company provides / Procures just in time/just in sequence services required by TATA AUTOCOMP or required by your Company being the Company located in proximity to TATAAUTOCOMP. Further your Company enters into various transaction(s) Such As Sale, Supply/Purchase of Goods, Materials, Tools, Dies and Fixtures to/from TATA AUTOCOMP, Selling or otherwise disposing of or Buying, Leasing of Property of any kind to/from TATA AUTOCOMP, Rendering/Availing of any services to/from TATA AUTOCOMP, Warranty Expenses, Sale Or Purchase of Fixed Assets to/from TATA AUTOCOMP, any transaction in the nature of Loan/ Advance, Guarantee or from Security from time to time on such terms relating to or without Interest/Charges thereon including Rollover/ Extension of maturity from time to time from TATAAUTOCOMP, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise for its various projects. The objective being to serve in a most efficient way and providing just-in-time deliveries. In light of the above, your Company has been dealing through such transactions with the said Related Party.

The Members of the Company at its 34th (Thirty-Fourth) Annual General Meeting held on July 09, 2024 approved material RPTs with TATA AUTOCOMP for a period w.e.f. July 09, 2024 till the ensuing Annual General Meeting (AGM) of FY 2024-25 for an aggregate limit of ₹500 Crore p.a. (excluding taxes).

Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on April 25, 2025 approved the limit of ₹240 Crore p.a. (plus applicable taxes) for a period w.e.f. ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2025-26 Subject to approval of the Members at the ensuing Annual General Meeting (AGM).

The individual transaction values would be commercially agreed based on mutual discussions/negotiations with related party.

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 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 ensuing Annual General Meeting (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution 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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as below:

- 1. Name of the related party and nature of relationship:** Tata AutoComp Systems Limited (TATA AUTOCOMP), Holding Company.
- 2. Applicability of the agreement/arrangement is subject to statutory approval, if any:** Not applicable
- 3. A summary of the information provided by the management of the listed entity to the audit committee:** Management communicated to the Audit Committee regarding related party, nature of transaction, tenure of transaction and other necessary information as per regulation.
- 4. Justification on proposed transaction is in the interest of the listed entity:** Proposed transaction will result into increase in business of the Company
- 5. Transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:** NA
- 6. Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction:** NA

7. **Notice period for termination:** Based on various contracts.
8. **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.
9. **Disclosure of interest:** Except Mr. Arvind Hari Goel (DIN: 02300813) Common Director, None of the Directors, Key Managerial Personnel or their respective relatives are interested or concerned financially or otherwise in the Resolution.
10. **Duration:** As mentioned in the Resolution.
11. **Monetary value:** Estimated values as mentioned in the Resolution.
12. **Nature, material terms and particulars of the arrangement:**

Name of the Company	Nature of Contract/Arrangement
Tata AutoComp Systems Limited (TATA AUTOCOMP)	Sale, Supply/Purchase of Goods, Materials, Tools, Dies, Fixtures etc. to/from TATA AUTOCOMP
	Selling or otherwise Disposing of or Buying, Leasing of Property of any kind to/from TATA AUTOCOMP
	Rendering/Availing of any Services to/from TATA AUTOCOMP
	Warranty Expenses
	Sale/Purchase of Fixed Assets to/from TATA AUTOCOMP
	Any transaction in the nature of Loan/Advance, Guarantee or Security from time to time on such terms relating to Interest/Charges thereon including Rollover/Extension of maturity from time to time from TATA AUTOCOMP
	Any other transactions with/by TATA AUTOCOMP including Reimbursement/ Recovery of Expenses etc.

13. **Any other information relevant or important for the Members to make a decision on the proposed transaction:** None
- Except Mr. Arvind Hari Goel (DIN: 02300813) Common Director, None of the Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution.
- Accordingly, the Board recommends the Resolution set out in Item No.9 of the Notice for approval by the Members as an Ordinary Resolution.

Automotive Stampings and Assemblies Limited

ITEM NO 10: TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TATA AUTOCOMP GOTION GREEN ENERGY SOLUTIONS PRIVATE LIMITED (TATA GOTION)

Pursuant to Section 188 and any other applicable provisions of the Companies Act 2013 ("Act") and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, all Related Party Transactions (RPT) shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

Tata Gotion Green Energy Solutions Private Limited (TATA GOTION) is related party of the Company as per the Act read with Rules, Listing Regulations and as per applicable Indian Accounting Standard (IND-AS). 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. It supplies Sheet Metal Components and Assemblies to major OEMs. Your Company has been Selling, Supplying Auto Components, Sheet Metal Components and Assemblies etc. to TATA GOTION and has business relationship with TATA GOTION since last few years. Your Company also provides certain support services to TATA GOTION and vice versa. Further there are certain expenses which are cross charged and are recovered by TATA GOTION and vice versa accordingly.

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 Rupees One Thousand Crore or Ten Per Cent of the Annual Consolidated Turnover of the Listed Entity as per the last Audited Financial Statements of the Listed Entity, whichever is lower. All material Related Party Transactions shall require prior approval of the Members.

Your Company supplies just in time/just in sequence all components required by TATA GOTION being the Company located in proximity to TATA GOTION. Further your Company enters into various transaction(s) such as Sale, Supply/Purchase of Goods, Materials, Tools, Dies and Fixtures to/from TATA GOTION, Selling or Otherwise disposing of or Buying, Leasing of Property of any kind to/from TATA GOTION, Rendering/Availing of any Services to/from TATA GOTION, Warranty Expenses, Sale or Purchase of Fixed Assets to/from TATA GOTION, any transaction in the nature of Loan/ Advance, Guarantee or Security from time to time on such terms relating to or without Interest/Charges thereon including Rollover/Extension of maturity from time to time from TATA GOTION, any other transaction including transactions related to Rate Revisions, Reimbursement/ Recovery of Expenses etc. whether material or otherwise for its various projects. The objective being to serve in a most efficient way and providing just-in-time deliveries. In light of the above, your Company has been dealing through such transactions with the said related party.

The Members of the Company at its 34th (Thirty-Fourth) Annual General Meeting held on July 09, 2024 approved material RPTs with TATA GOTION for a period w.e.f. July 09, 2024 till the ensuing Annual General Meeting (AGM) of FY 2024-25 for an aggregate limit of ₹500 Crore p.a. (Excluding Taxes).

Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on April 25, 2025 approved the limit of ₹180 Crore p.a. (plus applicable taxes) for a period w.e.f. ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2025-26 Subject to approval of the Members at the ensuing Annual General Meeting (AGM).

The individual transaction values would be commercially agreed based on mutual discussions/negotiations with Related Party.

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 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 ensuing Annual General Meeting (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution 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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as below:

1. **Name of the related party and nature of relationship:** Tata AutoComp Gotion Green Energy Solutions Private Limited (Tata Gotion) Subsidiary of Holding Company.
2. **Applicability of the agreement/arrangement is subject to statutory approval, if any:** Not applicable
3. **A summary of the information provided by the management of the listed entity to the audit committee:** Management communicated to the Audit Committee regarding related party, nature of transaction, tenure of transaction and other necessary information as per regulation.
4. **Justification on proposed transaction is in the interest of the listed entity:** Proposed transaction will result into increase in business of the Company
5. **Transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:** NA
6. **Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction:** NA
7. **Notice period for termination:** Based on various contracts.
8. **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.
9. **Disclosure of interest:** Except Mr. Arvind Hari Goel (DIN: 02300813) Common Director, None of the Directors, Key Managerial Personnel or their respective relatives are interested or concerned financially or otherwise in the Resolution.
10. **Duration:** As mentioned in the Resolution.
11. **Monetary value:** Estimated values as mentioned in the Resolution.
12. **Nature, material terms and particulars of the arrangement:**

Name of the Company	Nature of Contract/Arrangement
Tata AutoComp Gotion Green Energy Solutions Private Limited (TATA GOTION)	Sale, Supply/Purchase of Goods, Materials, Tools, Dies, Fixtures etc. to/from TATA GOTION
	Selling or otherwise disposing of or Buying, Leasing of Property of any kind to/from TATA GOTION
	Rendering/Availing of any Services to/from TATA GOTION
	Warranty Expenses
	Sale/Purchase of Fixed Assets to/from TATA GOTION
	Any transaction in the nature of Loan/Advance, Guarantee or Security from time to time on such terms relating to Interest/Charges thereon including Rollover/Extension of maturity from time to time from TATA GOTION
	Any other transactions with/by TATA GOTION including Reimbursement/Recovery of Expenses etc.

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

Except Mr. Arvind Hari Goel (DIN: 02300813) Common Director, None of the Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution.

Accordingly, the Board recommends the Resolution set out in Item No.10 of the Notice for approval by the Members as an Ordinary Resolution.

Automotive Stampings and Assemblies Limited

ITEM NO 11: TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TATA MOTORS PASSENGER VEHICLES LIMITED (TMPVL)

Pursuant to Section 188 and any other applicable provisions of The Companies Act 2013 ("Act") and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, all Related Party Transactions (RPT) shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

Tata Motors Passenger Vehicles Limited (TMPVL) is related party of the Company as per the Act read with Rules, Listing Regulations and as per applicable Indian Accounting Standard (IND-AS). 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. It supplies Sheet Metal Components and Assemblies to major OEMs. Your Company has been Selling, Supplying Sheet Metal Components and Assemblies etc. to TMPVL. Your Company also provides certain support services to TMPVL and vice versa. Further there are certain expenses which are cross charged and are recovered by TMPVL and vice versa accordingly.

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 Rupees One Thousand Crore or Ten Per Cent of the Annual Consolidated Turnover of the Listed Entity as per the last Audited Financial Statements of the Listed Entity, whichever is lower. All material Related Party Transactions shall require prior approval of the Members.

Your Company supplies just in time/just in sequence all components required by TMPVL being the Company located in proximity to TMPVL. Further your Company enters into various transaction(s) such as Sale, Supply/Purchase of Goods, Materials, Tools, Dies and Fixtures to/from TMPVL, Selling or Otherwise Disposing off or Buying, Leasing of Property of any kind to/from TMPVL, Rendering/Availing of any services to/from TMPVL, Warranty Expenses, Sale or Purchase of Fixed Assets to/from TMPVL, any transaction in the nature of Loan/Advance, Guarantee or security from time to time on such terms relating to Interest/Charges thereon including Rollover/Extension of maturity from time to time from TMPVL, any other transaction including transactions related to Rate Revisions, Reimbursement/Recovery of Expenses etc. whether material or otherwise for its various projects. The objective being to serve in a most efficient way and providing just-in-time deliveries. In light of the above, your Company has been dealing through such transactions with the said Related Party.

The Members of the Company at its 34th (Thirty-Fourth) Annual General Meeting held on July 09, 2024 approved material RPTs with TMPVL for a period w.e.f. July 09, 2024 till the ensuing Annual General Meeting (AGM) of FY 2024-25 for an aggregate limit of ₹800 Crore p.a. (Excluding Taxes).

Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on April 25, 2025 approved the limit of ₹450 Crore p.a. (plus applicable taxes) for a period w.e.f. ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2025-26 Subject to approval of the Members at the ensuing Annual General Meeting (AGM).

The individual transaction values would be commercially agreed based on mutual discussions/negotiations with related party.

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 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 ensuing Annual General Meeting (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution 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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as below:

1. **Name of the related party and nature of relationship:** Tata Motors Passenger Vehicles Limited (TMPVL) Related to Holding Company.
2. **Applicability of the Agreement/Arrangement is Subject to Statutory Approval, if any:** Not applicable
3. **A summary of the information provided by the management of the listed entity to the audit committee:** Management communicated to the Audit Committee regarding related party, nature of transaction, tenure of transaction and other necessary information as per regulation.
4. **Justification on proposed transaction is in the interest of the listed entity:** Proposed transaction will result into increase in business of the Company
5. **Transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:** NA
6. **Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction:** NA
7. **Notice period for termination:** Based on various contracts.
8. **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.
9. **Disclosure of interest:** None of the Directors, Key Managerial Personnel or their respective relatives are interested or concerned financially or otherwise in the Resolution.
10. **Duration:** As mentioned in the Resolution.
11. **Monetary value:** Estimated values as mentioned in the Resolution.
12. **Nature, material terms and particulars of the arrangement:**

Name of the Company	Nature of Contract/Arrangement
Tata Motors Passenger Vehicles Limited (TMPVL)	Sale, Supply/Purchase of Goods, Materials, Tools, Dies, Fixtures etc. to/ from TMPVL
	Selling or otherwise Disposing off or Buying, Leasing of Property of any kind to/from TMPVL
	Rendering/Availing of any Services to/from TMPVL
	Warranty Expenses
	Sale/Purchase of Fixed Assets to/from TMPVL
	Any transaction in the nature of Loan/Advance, Guarantee or Security from time to time on such terms relating to Interest/Charges thereon including Rollover/Extension of maturity from time to time from TMPVL
	Any other transactions with/by TMPVL including Reimbursement/Recovery of Expenses etc.

13. **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.

Accordingly, the Board recommends the Resolution set out in Item No.11 of the Notice for approval by the Members as an Ordinary Resolution.

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ITEM NO 12: TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TATA PASSENGER ELECTRIC MOBILITY LIMITED (TPEML)

Pursuant to Section 188 and any other applicable provisions of The Companies Act 2013 ("Act") and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, all Related Party Transactions (RPT) shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

Tata Passenger Electric Mobility Limited (TPEML) is related party of the Company as per the Act read with Rules, Listing Regulations and as per applicable Indian Accounting Standard (IND-AS). 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. It supplies Sheet Metal Components and Assemblies to major OEMs. Your Company has been Selling, Supplying Sheet Metal Components and Assemblies etc. to TPEML. Your Company also provides certain support services to TPEML and vice versa. Further there are certain expenses which are cross charged and are recovered by TPEML and vice versa accordingly.

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 Rupees One Thousand Crore or Ten Per Cent of the Annual Consolidated Turnover of the Listed Entity as per the last Audited Financial Statements of the Listed Entity, whichever is lower. All material Related Party Transactions shall require prior approval of the Members.

Your Company supplies just in time/just in sequence all components required by TPEML being the Company located in proximity to TPEML. Further your Company enters into various transaction(s) such as Sale, Supply/Purchase of Goods, Materials, Tools, Dies and Fixtures to/from TPEML, Selling or otherwise Disposing off or Buying, Leasing of Property of any kind to/from TPEML, Rendering/Availing of Any Services to/from TPEML, Warranty Expenses, Sale or Purchase of Fixed Assets to/from TPEML, any transaction in the nature of Loan/Advance, Guarantee or Security from time to time on such terms relating to Interest/Charges thereon including Rollover/Extension of maturity from time to time from TPEML, any other transaction including transactions related to Rate Revisions, Reimbursement/Recovery of Expenses etc. whether material or otherwise for its various projects. The objective being to serve in a most efficient way and providing just-in-time deliveries. In light of the above, your Company has been dealing through such transactions with the said related party.

The Members of the Company at its 34th (Thirty-Fourth) Annual General Meeting held on July 09, 2024 approved material RPTs with TPEML for a period w.e.f. July 09, 2024 till the ensuing Annual General Meeting (AGM) of FY 2024-25 for an aggregate limit of ₹150 Crore p.a. (Excluding Taxes).

Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on April 25, 2025 approved the limit of ₹120 Crore p.a. (Excluding Taxes) for a period w.e.f. ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2025-26 Subject to approval of the Members at the ensuing Annual General Meeting (AGM).

The individual transaction values would be commercially agreed based on mutual discussions / negotiations with Related Party.

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 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 ensuing Annual General Meeting (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution 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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as below:

1. **Name of the related party and nature of relationship:** Tata Passenger Electric Mobility Limited (TPEML), Related to Holding Company.
2. **Applicability of the agreement/arrangement is subject to statutory approval, if any:** Not applicable
3. **A summary of the information provided by the management of the listed entity to the audit committee:** Management communicated to the Audit Committee regarding related party, nature of transaction, tenure of transaction and other necessary information as per regulation.
4. **Justification on proposed transaction is in the interest of the listed entity:** Proposed transaction will result into increase in business of the Company
5. **Transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:** NA
6. **Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction:** NA
7. **Notice period for termination:** Based on various contracts.
8. **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.
9. **Disclosure of interest:** None of the Directors, Key Managerial Personnel or their respective relatives are interested or concerned financially or otherwise in the Resolution.
10. **Duration :** As mentioned in the Resolution.
11. **Monetary value:** Estimated values as mentioned in the Resolution.
12. **Nature, material terms and particulars of the arrangement:**

Name of the Company	Nature of Contract/Arrangement
Tata Passenger Electric Mobility Limited (TPEML)	Sale, Supply/Purchase of Goods, Materials, Tools, Dies, Fixtures etc. to/from TPEML
	Selling or otherwise Disposing off or Buying, Leasing of Property of any kind to/from TPEML
	Rendering/Availing of any services to/from TPEML
	Warranty Expenses
	Sale/Purchase of Fixed Assets to/from TPEML
	Any transaction in the nature of Loan/Advance, Guarantee or Security from time to time on such terms relating to Interest/ Charges thereon including Rollover/Extension of maturity from time to time from TPEML
	Any other transactions with/by TPEML including Reimbursement/Recovery of Expenses etc.

13. **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.

Accordingly, the Board recommends the Resolution set out in Item No.12 of the Notice for approval by the Members as an Ordinary Resolution.

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ITEM NO 13: REVISION IN REMUNERATION OF MR. SUHAS DODE, MANAGER DESIGNATED AS CHIEF EXECUTIVE OFFICER

On the recommendation of Nomination and Remuneration Committee, Board of Directors at their meeting held on April 28, 2023 appointed Mr. Suhas Dode (the appointee) as a “Manager” under Section 196 of the Companies Act, 2013 (the Act), designated as the ‘Chief Executive Officer’ (KMP) of the Company, for a period of not exceeding 5 (Five) years from May 1, 2023, to April 30, 2028 and approved his remuneration subject to approval of the Members of the Company.

Members of the Company at the 33rd Annual General Meeting (AGM) held on August 14, 2023 approved appointment of Mr. Suhas Dode (the appointee) as a “Manager” under Section 196 of the Companies Act, 2013 (the Act), designated as the ‘Chief Executive Officer’ of the Company, for a period of not exceeding 5 (Five) years from May 1, 2023 to April 30, 2028 and approved his remuneration.

Further, Members of the Company at the 34th Annual General Meeting (AGM) held on July 09, 2024 approved revision in remuneration of Mr. Suhas Dode, Manager designated as chief executive officer w.e.f. April 01, 2024.

Further, considering performance and overall growth of the Company, the Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee at its meeting held on April 25, 2025 has approved revision in remuneration payable to Mr. Suhas Dode w.e.f. April 01, 2025.

The revision in the remuneration payable to him is subject to the approval of the Members of the Company at the ensuing Annual General Meeting.

Schedule V to the Act, fixes the limits for payment of managerial remuneration by companies in case of loss or inadequacy of profits in any financial year and inter-alia, requires Members’ approval for payment of managerial remuneration to the managerial person by way of a Special Resolution. Mr. Suhas Dode is functioning in a professional capacity and is not having any interest in the capital of the Company or its holding Company or any of its subsidiaries directly or indirectly or through any other statutory structures and not having any direct or indirect interest or related to the Directors or Key Managerial Personnel or Promoters of the Company or its holding Company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment. Besides the terms and conditions for payment of managerial remuneration as contained in the proposed Resolution, the other main terms and conditions, contained in the Resolution passed at the 33rd AGM held on August 14, 2023 shall remain same.

In compliance with the provisions of Section 196, 197 read with Schedule V and other applicable provisions thereof (including any statutory modification or re-enactment thereof for the time being in force), the revision in remuneration of Mr. Suhas Dode, Manager designated as Chief Executive Officer on the terms and conditions specified above is now being placed before the Members for their approval.

Except Mr. Suhas Dode, no Director, Key Managerial Personnel or their respective relatives are concerned financially or otherwise in the Resolution mentioned at Item No. 13 of the Notice.

Accordingly, the Board recommends the Resolution set out in Item No. 13 of the Notice for approval by the Members as a Special Resolution.

Additional Information relevant to the said appointment of Manager as per Schedule V Part II Section II (B) (iv) of the Act.

I. General Information:

- Nature of Industry:** The Company is manufacturer of Sheet Metal Components, Assemblies And Subassemblies for the automotive industry.
- Date or expected date of commencement of commercial production:** The Company was incorporated on March 13, 1990. The existing plant of the Company at Pune is in Commercial Production for more than last 23 years. The Plant at Pantnagar in Uttarakhand has been operational since more than 17 years and during the financial year 2023-24 company successfully commenced operations at Two new Plants situated in Sanand (Gujarat and Jamshedpur (Jharkhand)).

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.
4. Financial performance based on given indicators, as per published audited financial results for the financial year ended March 31, 2025:

Particulars	₹ (in Lakhs)
Revenue from Sale of Products/ Services (Net)	77,528.32
PAT	1,610.59

5. Foreign Investments or collaborators, if any: Not applicable

II. Information about the appointee:

- 1) Background details: as mentioned above
- 2) Past Remuneration:

Particulars	Remark
Annualized salary including Retirement Benefits in the form of contributions to Provident Fund and Superannuation Fund (Based on the last drawn salary)	Please refer Details of Managerial Remuneration for the financial year 2024-25 in Corporate Governance report

- 3) Recognition or Awards: NA

- 4) Job Profile and his suitability:

Mr. Suhas Dode is responsible for overall management of the Company, subject to the supervision and control of the Board of Directors and will be responsible for all duties and functions of a Manager and Chief Executive Officer as Key Managerial Personnel prescribed under Companies Act, 2013 and under SEBI Listing Regulations. He is also responsible to perform such other duties as may from time to time be entrusted by the Board. Taking into consideration the qualifications and expertise, he is best suited for the responsibilities assigned to him by the Board of Directors.

- 5) Remuneration proposed:

Particulars	₹ Amount (p.a.)
Basic Salary	1,21,791/-
Incentive Remuneration	11,01,819/- (100 %) and which can go up to 150%
Perquisites & Allowance	5,67,528/- & 49,00,115/-
Minimum Remuneration in case of inadequacy of profits during any financial year	Salary, incentive remuneration and perquisites and allowances as mentioned above

The increments may be decided by the Board and/or 'Nomination and Remuneration Committee' from time to time provided that the monthly basic salary does not exceed ₹3,00,000/- p.m.

The revised monthly remuneration to be paid though the same may exceed the overall limit of Five percent of the net profits of the Company as per the provisions of the Companies Act, 2013 and in case of inadequacy or loss the said remuneration is to be paid as minimum remuneration to Mr. Suhas Dode.

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- 6) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details will be with respect to the country of his origin):** Taking into consideration the size of the Company, the profile of Mr. Suhas Dode, the responsibilities shouldered by him and the industry benchmarks and the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointees in other companies.
- 7) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Besides the remuneration proposed, the appointee does not have any other pecuniary relationship with the Company.

III Other Information:

Reason of loss/inadequate profits: The Company has improved the financial performance from FY 2021-22 to FY 2024-25. However, The Profit before exceptional item and tax has decreased from ₹1,997.18 Lakh in FY 2023-24 to ₹1,610.59 Lakh in FY 2024-25. The Company is operating in Auto Component segment catering to the Automotive OEMs and there is no independent market of its final products. Company has improved operational efficiencies in terms of Prudent Product Mix, Material Cost Savings, Labour Productivity, Original Equipment Efficiency and EBITDA Savings.

Steps taken by the Company to improve performance: To address these challenges, your Company has initiated several measures towards achieving organisational and operating efficiencies and controlling costs, alongside working on improvements in processes and controls.

Expected increase in productivity and profits in measurable terms: During the financial year ended March 31, 2025 the Company has made profits amounting ₹1,610.59 Lakh. Further steps have been taken to improve operating efficiencies and controlling costs, alongside working on improvements in processes, controls and improve the financial performance of the Company.

IV Disclosures

The necessary disclosures as required under Schedule V part II of the Companies are as follows:

Date of Birth and Age	June 04, 1972 (Age: 53 years)
Date of first appointment	w.e.f. May 1, 2023 - Manager designated as Chief Executive Officer
Qualifications	Bachelor's degree in Engineering (Mechanical) and PGDM in Material Management.
Brief Profile and Expertise in specific functional areas	<ul style="list-style-type: none"> ● Mr. Suhas is an astute professional with over 30+ years of experience in Industry, including a rich experience of 25 years with Tata AutoComp & the Business units of Tata AutoComp. ● Before Joining Tata AutoComp Systems, Suhas has experience of 6 years with reputable companies/institutions like Videocon Appliances & UGI Gujarat Gas as a Buyer in Purchasing function. Mr. Suhas Dode earlier worked with Tata Johnsons Controls Automotive Ltd, UGI Gujarat Gas Ltd., Videocon Appliances Ltd. ● He has extensive experience in Business Management, Business Development, Purchasing, Program Management & Management of Large teams. He was Involved in the successful Joint Venture of Tata AutoComp Systems with Magna Seatings and Katcon. ● Mr. Suhas Dode is business savvy and has an expertise in driving execution, customer focus and cultivating network & partnerships for establishing the strategic direction

Terms and conditions of appointment/ re-appointment	Besides the terms and conditions for payment of managerial remuneration as contained in the proposed Resolution, the other main terms and conditions, contained in the resolution passed at the 33 rd AGM held on August 14, 2023 shall remain same.
Details of remuneration last drawn (FY 2024-25) and sought to be paid, if applicable	Please refer Details of Managerial Remuneration for the Financial Year 2024-25 in Corporate Governance Report. Remuneration sought to be paid: As per resolution
Number of Board Meetings attended during the (FY 2024-25)	NA
Relationships between Directors inter se and with other Key Managerial Person (KMP)	None
List of Companies in which Directorship held as on date March 31, 2025 (excluding foreign and Section 8 Companies)	NIL
Chairmanship/Membership of specified Committees* of the Boards of above Companies as on March 31, 2025	NIL
Number of shares held in the Company: (a) Own (b) For other persons on a beneficial Basis	NIL

