

ASAL

Automotive Stampings and Assemblies Limited

CIN: L28932PN1990PLC016314

ASAL/SE/ 2023-24

January 24, 2024

The Executive Director,
BSE Limited
Corporate Relationship Department, 1st
Floor, New Trading Ring, Rotunda Bldg.,
P.J. Towers, Dalal Street, Mumbai 400 001
Scrip Code: **520119**

The Executive Director,
National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra (East),
Mumbai 400 051
Scrip Code: **ASAL**

Dear Sir / Madam,

Sub: Submission of Postal Ballot Notice

In reference with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we enclose herewith Notice of Postal Ballot dated January 02, 2024, along with Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 seeking approval of Members for the Special Business as follows:

1. Revision in remuneration of Mr. Suhas Dode, Manager Designated as Chief Executive Officer: Special Resolution.
2. To approve Related Party Transactions of the Company with Tata Motors Limited (TML): Ordinary Resolution.
3. To approve Related Party Transactions of the Company with Tata Autocomp Hendrickson Suspensions Pvt. Ltd. (THSPL): Ordinary Resolution.
4. To approve Related Party Transactions of the Company with Tata Motors Passenger Vehicles Limited (TMPVL): Ordinary Resolution.
5. To approve Related Party Transactions of the Company with TACO Air International Thermal Systems Pvt. Ltd. (TACO AI): Ordinary Resolution.
6. To approve Related Party Transactions of the Company with Tata Passenger Electric Mobility Limited (TPEML): Ordinary Resolution.
7. To approve Related Party Transactions of the Company with Tata Power Co Limited (TPL): Ordinary Resolution.
8. To approve Related Party Transactions of the Company with Tata Toyo Radiator (TTR): Ordinary Resolution.
9. To approve Related Party Transactions of the Company with Tata Steel Limited (TSL): Ordinary Resolution.

Website: www.autostampings.com, Email: cs@autostampings.com.

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

Chakan: Gat No. 427, Medankarwadi, Chakan, Tal. Khed, Dist: Pune -410 501 Tel: 91 2135 679801-05

Chakan Plant -2 : Survey No. 679/2/2, Alandi Road, Kuruli, Chakan, Taluka Khed, District, Pune 410 501

Uttarakhand: Plot No. 71, Sector 11, Integrated Industrial Estate, Pantnagar, US Nagar 263153 State- Uttarakhand Tel: 91 9219415663

A TATA Enterprise

ASAL

Automotive Stampings and Assemblies Limited

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Dates of events relevant to Postal Ballot are as below:

Sr. No.	Particulars	Dates and Time
1	Date of Completion of dispatch of Notice (by Electronic means) to members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on Friday, January 19, 2024.	Wednesday, January 24, 2024.
2	Date of Commencement of e-Voting	Thursday, January 25, 2024 from 9:00 a.m. (IST)
3	Date of Ending of e-Voting ("Last Date")	Friday, February 23, 2024 at 5:00 p.m. (IST)
4	Results of Postal Ballot	Results of the Postal Ballot will be declared within two working days from closure of the voting period.

Postal Ballot Notice, along with the Explanatory Statement, is also uploaded on the website of the Company at www.autostampings.com.

We request you to take the same on Record.

Thanking you,

Yours Faithfully,
For **Automotive Stampings and Assemblies Limited**

Shrikant Joshi
Company Secretary and Compliance Officer
M.No. A47346
Encl: As above

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Automotive Stampings and Assemblies Limited

CIN:L28932PN1990PLC016314

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

Tel.: 91 20 66085000 Fax: 91 20 6608 5034

E-mail: cs@autostampings.com Website: www.autostampings.com

NOTICE OF POSTAL BALLOT

Dear Members,

NOTICE is hereby given to the Members of Automotive Stampings and Assemblies Limited (“Company”) pursuant to Section 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, and General Circular No.03 / 2022 dated May 05, 2022 and 09/2023 dated September 25, 2023 and other applicable circulars issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), and other applicable provisions, if any, of the Listing Regulations, for the time being in force and as amended from time-to-time read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (“SEBI Circulars”), the Secretarial Standards - 2 issued by the Institute of Company Secretaries of India (“SS-2”) and other applicable provisions, if any, for obtaining approval of the Members through Postal Ballot by way of electronic means (“remote e-voting or e-voting”) only, for the business as set out in this Notice.

Communication of assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on January 02, 2024, has appointed Mr. Sridhar Mudaliar (Membership No. F6156 COP: 2664), or failing him, Mrs. Meenakshi R. Deshmukh, (Membership No: FCS No: 7364, COP. No: 7893), Partners of SVD & Associates, Practicing Company Secretaries, Pune as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, January 25, 2024 and ends at 5.00 p.m. (IST) on Friday, February 23, 2024. The Members shall not be allowed to cast their e-votes beyond the aforesaid period. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting.

The results of the Postal Ballot will be declared within Two working days from closure of the voting period. The said results along with the Scrutinizer’s Report will be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website www.autostampings.com and on the website of Central Depository Services Limited (“CDSL”) www.evotingindia.com.

The Resolution will be deemed to have been passed on the date of declaration of the results of the postal ballot, if approved by the requisite majority.

SPECIAL BUSINESS

Item No. 1

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 the revision in 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, Manager designated as Chief Executive Officer (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, with effect from October 01, 2023 till April 30, 2028 on such Terms and Conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.

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.”

Remuneration:

- a. **Basic Salary:** In the scale of Rs. 90,000 to Rs. 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 October 01, 2023, being Rs. 1,00,687/- 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 Rs. 9,06,183 p.a. amount of Incentive remuneration can go up to 200 % of Rs. 9,06,183 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 insofar 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.

In particular, the following perquisites and allowances are currently allowed to Mr. Suhas Dode with effect from October 01, 2023.

A) Allowances: -

- Executive Allowance - 40 % of Basic Salary per month (or any other Allowance paid as per the Company Rules)
- Driver Allowance - Rs. 12,000/- per month
- Car Allowance - Rs. 16,500/- per month
- Fuel and Maintenance allowance Rs. 12,000/- per month
- Personal Pay: Rs. 2,32,077/- per month

B) Perquisites: -

- 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.
- 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.
- 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.
- 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.
- 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.
- Contributions to Provident Fund, Superannuation Fund or Annuity Fund shall be as per the Rules of the Company.
- 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 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 is 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.”

Item No 2

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. April 01, 2024 till the ensuing Annual General Meeting (AGM) with TML a Related Party, up to an estimated annual value of Rs.600 Crore (Rupees Six Hundred 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 and things including but not limited to delegation of powers as may be necessary, proper or expedient to give effect to this Resolution.”

Item No 3

TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TATA AUTOCOMP HENDRICKSON SUSPENSIONS PRIVATE LIMITED (THSPL)

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

“RESOLVED THAT, in 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 THSPL, selling or otherwise disposing of or buying, leasing of property of any kind to/from THSPL, rendering/availing of any services to/from THSPL, warranty expenses, sale or purchase of fixed assets to/from THSPL, 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 THSPL, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise, for the period w.e.f. April 01, 2024 till the ensuing Annual General Meeting (AGM) with THSPL, a Related Party, up to an estimated annual value of Rs.150 Crore (Rupees One 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 THSPL.

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

Item No 4

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, in and 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. April 01, 2024 till the ensuing Annual General Meeting (AGM) with TMPVL, a Related Party, up to an estimated annual value of Rs.800 Crore (Rupees Eight Hundred 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 and things including but not limited to delegation of powers as may be necessary, proper or expedient to give effect to this Resolution.”

Item No 5

TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TACO AIR INTERNATIONAL THERMAL SYSTEMS PRIVATE LIMITED (TACO AI)

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 TACO AI, selling or otherwise disposing of or buying, leasing of property of any kind to/from TACO AI, rendering / availing of any services to/from TACO AI, warranty expenses, sale or purchase of fixed assets to/from TACO AI, 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 TACO AI, any other transaction including transactions related to rate revisions, reimbursement/ recovery of expenses etc. whether material or otherwise, for the period w.e. f. the date of declaration of Voting results of the members till the ensuing Annual General Meeting (AGM) with TACO AI, a Related Party, up to an estimated annual value of Rs.50 Crore (Rupees 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 TACO AI.

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

Item No 6

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. the date of declaration of Voting results of the members till the ensuing Annual General Meeting (AGM) with TPEML, a Related Party, up to an estimated annual value of Rs.50 Crore (Rupees 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 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 and things including but not limited to delegation of powers as may be necessary, proper or expedient to give effect to this Resolution.”

Item No 7

TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TATA POWER CO LIMITED (TPL)

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 TPL, selling or otherwise disposing of or buying, leasing of property of any kind to/from TPL, rendering/availing of any services to/from TPL, warranty expenses, sale or purchase of fixed assets to/from TPL, 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 TPL, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise, for the period w.e.f. the date of declaration of Voting results of the members till the ensuing Annual General Meeting (AGM) with TPL, a Related Party up to an estimated annual value of Rs.50 Crore (Rupees 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 TPL.

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

Item No 8

TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TATA TOYO RADIATOR LIMITED (TTR)

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 TTR, selling or otherwise disposing of or buying, leasing of property of any kind to/from TTR, rendering/availing of any services to/from TTR, warranty expenses, sale or purchase of fixed assets to/from TTR, 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 TTR, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise, for the period w.e.f. the date of declaration of Voting results of the members till the ensuing Annual General Meeting (AGM) with TTR, a Related Party, up to an estimated annual value of Rs.50 Crore (Rupees 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 TTR.

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

Item No 9

TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TATA STEEL LIMITED (TSL)

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, scrap, materials, tools, dies, fixtures etc. to/from TSL, selling or otherwise disposing of or buying, leasing of property of any kind to/from TSL, rendering/availing of any services to/from TSL, warranty expenses, sale or purchase of fixed assets to/from TSL, 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 TSL, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise, for the period w.e.f. the date of declaration of Voting results of the members till the ensuing Annual General Meeting (AGM) with TSL, a Related Party, up to an estimated annual value of Rs.50 Crore (Rupees 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 TSL.

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

BY ORDER OF THE BOARD
For **Automotive Stampings and Assemblies Limited**

Shrikant Joshi
Company Secretary and Compliance Officer
M No: A47346

Date: January 02, 2024

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 Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto.
2. Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and General Circular No.03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and other applicable circulars issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), and other applicable provisions, if any, of the Listing Regulations, for the time being in force and as amended from time-to-time read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 ("SEBI Circulars") this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

Accordingly, the communication of the assent or dissent of the members will take place through the e-voting system only.

3. Those members who have not yet registered their email address are requested to get their email address registered by following the procedure given below in e-voting Instructions.

For Members holding shares in physical form- please provide necessary details like Folio No., Name of Member, 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 or /pune@linkintime.co.in respectively.

For Members holding shares in dematerialized form- Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 or pune@linkintime.co.in respectively.

4. Postal Ballot Notice is being sent to all the Members electronically by email who have registered their e-mail ids with the Depository or with the Company and whose names appear in the Register of Members as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, January 19, 2023. Notice of Postal Ballot is also being sent to Members in electronic form through the email ID registered with the Depository Participant (in case of electronic shareholding) and Registrar & Transfer Agents (in case of physical shareholding).
5. Postal Ballot Notice will be made available on the website of the company i.e, www.autostampings.in, Stock Exchanges website and on the Central Depositories Services Limited (CDSL) website at www.evotingindia.com.
6. The dispatch of the Postal Ballot Notice through electronic mode shall be announced through an advertisement in at least one English Newspaper and at least one Marathi newspaper, each with wide circulation in the district, where the registered office of the Company is situated and hosted on the Company Website.
7. Shareholders correspondence should be addressed to our Registrars and Share Transfer Agents at the their office: Block No. 202, 2nd Floor, Akshay Complex, Off Dhole Patil Road, Pune 411 001. Tel. No. (020) 26160084 Fax No. (020) 26163503, Email Id: pune@linkintime.co.in. Shareholders may also contact the Secretary of the Company at the Registered Office of the Company for any assistance: 'TACO House, Plot No- 20/B FPN085, V.G. Damle Path, Off Law College Road, Erandwane, Pune: 411004, Maharashtra, India'. The Secretary has designated following Email ID for investors' correspondence and redressal of their grievances and complaints Email: cs@autostampings.com.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut-off date, i.e. Friday, January 19, 2024 as per the Register of Members/Beneficiary position maintained by the Depository.

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

- Commencement of remote e-voting: From 9.00 a.m. (IST) on Thursday, January 25, 2024.

- End of remote e-voting: Up to 5.00 p.m. (IST) on Friday, February 23, 2024.
- During this period, members of the Company, holding shares either in physical form or in dematerialized form as on Friday, January 19, 2024, may cast their vote electronically.
- The Remote e-voting module shall be disabled by CDSL for voting thereafter.
- Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently. The Scrutinizer will collate the votes downloaded from the remote e-voting system to declare the final result for each of the resolution forming part of the Notice of Postal Ballot.
- The Scrutinizer's decision on the validity of the Postal Ballot shall be final. All the documents referred to in the accompanying notice and explanatory statement shall be open for inspection at the Registered office of the Company without any fee on all working days of the Company between 10.00 a.m. to 1.00 p.m. from date of dispatch of notice upto the last date of receipt of votes by postal ballot/ remote e-voting. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cutoff date i.e. Friday, January 19, 2024.
- The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within two working days from closure of E-voting.

The said results along with the Scrutinizer's Report will be intimated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.autostampings.com and on the website of CDSL www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

1. (i) The voting period shall begin from 9.00 a.m. (IST) on Thursday, January 25, 2024 and ends on Friday, February 23, 2024 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, January 19, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there 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 with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<p>3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000</p>

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN relevant for the Automotive Stampings and Assemblies Limited on which you can choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address cs@svdandassociates.com and to the Company at the email address viz; cs@autostampings.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company at email: cs@autostampings.com and RTA email: pune@linkintime.co.in.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

ANNEXURE TO THE NOTICE

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

Pursuant to Section 102, 110 of the Companies Act, 2013 (the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos 1 to 9 of the accompanying Notice dated January 2, 2024.

ITEM NO 1: REVISION IN REMUNERATION OF MR. SUHAS DODE, MANAGER DESIGNATED AS CHIEF EXECUTIVE OFFICER

The Board of Directors of the Company, on recommendation of Nomination and Remuneration Committee at their meetings held on March 17, 2023 and 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 years from May 1, 2023, to April 30, 2028 and approved his remuneration subject to approval of the Members of 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 payment of his remuneration.

Further, considering performance and overall growth of the Company, the Board of Directors of the Company, on recommendation of Nomination and Remuneration Committee at their respective meetings held on January 02, 2024 has approved revision in remuneration payable to Mr. Suhas Dode.

The revision in the remuneration payable to him is subject to the approval of the Members.

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 and agreement entered into in this behalf with the Mr. Suhas Dode shall remain same.

In compliance with the provisions of Section 196, 197 read with Schedule V and other applicable provisions thereof and the provisions of the Act as may be applicable (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 CEO on the terms and conditions specified above is now being placed before the Members for their approval.

Other than Mr. Suhas Dode, no Director, Key Managerial Personnel or their respective relatives are concerned financially or otherwise in the Resolution mentioned at Item No.01 of the Notice.

Accordingly, the Board recommends the Special Resolution set out at Item No. 01 of the Notice for approval by the Members of the Company.

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:

1. Nature of Industry: The Company is manufacturer of sheet metal components, assemblies and subassemblies for the automotive industry.
2. 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 16 years.
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, 2023:

Particulars	Amount (in Lakhs)
Revenue from Sale of Products/ Services (Net)	82823.14
PAT	832.53

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

II. Information about the appointee:

1) Background details: as mentioned above

2) Past Remuneration:

Particulars	Amount
Annualized salary including Retirement Benefits in the form of contributions to Provident Fund and Superannuation Fund (Based on the last drawn salary)	Rs. 22,81,762/- (from May 01, 2023 till September 30, 2024)

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	Rs. 12,08,244/-
Incentive Remuneration	Rs. 9,06,183/-
Perquisites & Allowance #	Rs. 51,85,620/-
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 Rs. 3,00,000/- pm

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.

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 the Mr. Suhas Dode, the responsibilities shouldered by him and the industry benchmarks, 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 2022-23. The profit before exceptional item and tax is Rs. 832.53 Lakh in FY 2022-23 against Loss of Rs. 767.34 Lakh in FY 2021-22. The Company is operating in Auto Component segment catering to the Automotive OEMs and there is no independent market of its final products. During the year under review, all major customers including anchor customer Tata Motors Limited of your Company recorded a positive growth in all segments due to which business of the company recorded growth and sales of the company has improved by 26.6% compared with earlier year sale. In spite of consecutive losses of the previous years, Company has improved operational efficiencies in terms of material 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, 2023 the Company has made profits amounting Rs. 832.53 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: 52 years)
Date of first appointment	w.e.f. May 1, 2023 as 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 29+ years of experience in Industry, including a rich experience of 23+ 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 a key focus on driving execution, customer focus & 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 and agreement entered into in this behalf with the Mr. Suhas Dode shall remain same.
Details of remuneration last drawn (FY 2022-23) and sought to be paid, if applicable	NA
No. of Board Meetings attended during the (FY 2023-24)	NA
Relationships between Directors inter-se and with other Key Managerial person (KMP)	None
List of Companies in which Directorship held as on date December 31, 2023 (excluding foreign and Section 8 Companies)	NIL
Chairmanship/Membership of specified Committees* of the Boards of above Companies as on December 31, 2023	NIL
No. of shares held in the Company: (a) Own (b) For other persons on a beneficial Basis	NIL

Item No 2 :

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 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 Tata Motors Limited (TML) and vice versa. Further there are certain expenses which are cross charged and are recovered by Tata Motors Limited (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, supply/purchase of goods, materials, tools, dies and fixtures 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 from security from time to time with 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 29th Annual General Meeting held on July 01, 2019 approved material RPTs with Tata Motors Limited for a period of 5 years w.e.f. April 1, 2019 to March 31, 2024 for an aggregate limit of Rs. 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 January 02, 2024 approved the said limit of Rs.600 Crore p.a. (plus applicable taxes) for a new period w.e.f. April 01, 2024 till the ensuing Annual General Meeting (AGM) Subject to approval of the members by way of postal Ballot.

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 on going 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 by way of postal Ballot. 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 Regulation and Disclosure Requirements) Regulation 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.

The Board recommends an Ordinary Resolution set out at Item No.2 of the Notice for approval by the Members of the Company.

Item No 3 :

TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TATA AUTOCOMP HENDRICKSON SUSPENSIONS PRIVATE LIMITED (THSPL)

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 shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

THSPL 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 THSPL. Your Company also provides certain support services to THSPL and vice versa. Further there are certain expenses which are cross charged and are recovered by THSPL 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 THSPL being the Company located in proximity to THSPL. Further your Company enters into various transaction(s) such as sale, supply/purchase of goods, materials, tools, dies and fixtures to/from THSPL, selling or otherwise disposing of or buying, leasing of property of any kind to/from THSPL, rendering/ availing of any services to/from THSPL, warranty expenses, sale or purchase of fixed assets to /from THSPL, 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 TSHPL, 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 30th Annual General Meeting held on August 20, 2020 approved material RPTs with THSPL for a period of 5 years w.e.f. April 1, 2020 to March 31, 2025 for an aggregate limit of Rs. 110 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 January 02, 2024 approved enhancement in the said limit by additional Rs 40 Crore p.a. aggregating to Rs 150 Crore p.a. (excluding taxes) for a period w.e.f. April 01, 2024 till the ensuing Annual General Meeting (AGM) subject to approval of Members by way of postal Ballot.

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 on going 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 by way of postal Ballot. 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 Regulation and Disclosure Requirements) Regulation 2015 are as below:

1. Name of the related party and nature of relationship: Tata Autocomp Hendrickson Suspensions Private Limited (THSPL), 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 arrangeme

Name of the Company	Nature of Contract/arrangement
TATA AUTOCOMP HENDRICKSON SUSPENSIONS PRIVATE LIMITED (THSPL)	Sale, supply/purchase of goods, materials, tools, dies, fixtures etc. to/from THSPL.
	Selling or otherwise disposing of or buying, leasing of property of any kind to/from THSPL.
	Rendering/availing of any services to/from THSPL.
	Warranty expenses
	Sale/purchase of Fixed Assets to/from THSPL.
	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 THSPL.
	Any other transactions with/by THSPL 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.

The Board recommends an Ordinary Resolution set out at Item No.3 of the Notice for approval by the Members of the Company.

Item No 4 :**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 shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

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 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 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 32nd Annual General Meeting held on June 09, 2022 approved material RPTs with TMPVL for a period of 5 years with effect from date of declaration of Voting results for an aggregate limit of Rs. 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 January 02, 2024 approved enhancement in the said limit by additional Rs 200 Crore p.a. aggregating to Rs 800 Crore p.a. (excluding taxes) for a period w.e.f. April 01, 2024 till the ensuing Annual General Meeting (AGM) subject to approval of Members by way of postal Ballot.

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 on going 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 by way of postal Ballot. 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 Regulation and Disclosure Requirements) Regulation 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 of 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.

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

Item No 5:

TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TACO AIR INTERNATIONAL THERMAL SYSTEMS PRIVATE LIMITED (TACO AI)

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 shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

TACO AI being Associate 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 TACO AI. Your Company also provides certain support services to TACO AI and vice versa. Further there are certain expenses which are cross charged and are recovered by TACO AI 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 TACO AI being the Company located in proximity to TACO AI. Further your Company enters into various transaction(s) such as sale, supply/purchase of goods, materials, tools, dies and fixtures to/from TACO AI, selling or otherwise disposing of or buying, leasing of property of any kind to/from TACO AI, rendering/availing of any services to/from TACO AI, warranty expenses, sale or purchase of fixed assets to/from TACO AI, 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 TACO AI, 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.

Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on January 02, 2024 approved limit aggregating to Rs 50 Crore p.a. (excluding taxes) w.e.f. the date of declaration of Voting results of the members till the ensuing Annual General Meeting (AGM), subject to approval of Members by way of postal Ballot.

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 on going 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 by way of postal Ballot. 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 Regulation and Disclosure Requirements) Regulation 2015 are as below:

1. Name of the related party and nature of relationship: TACO AIR INTERNATIONAL THERMAL SYSTEMS PRIVATE LIMITED (TACO AI), 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
TACO AIR INTERNATIONAL THERMAL SYSTEMS PRIVATE LIMITED (TACO AI)	Sale, supply/purchase of goods, materials, tools, dies, fixtures etc. to/from TACO AI.
	Selling or otherwise disposing of or buying, leasing of property of any kind to/from TACO AI.
	Rendering/availing of any services to/from TACO AI.
	Warranty expenses
	Sale/purchase of Fixed Assets to/from TACO AI.
	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 TACO AI.
	Any other transactions with/by TACO AI 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.

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

Item No 6:

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 shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

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 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 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.

Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on January 02, 2024 approved limit aggregating to Rs 50 Crore p.a. (excluding taxes) for a period w.e. f. the date of declaration of Voting results of the members till the ensuing Annual General Meeting (AGM) subject to approval of Members by way of postal Ballot.

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 on going 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 by way of postal Ballot. 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 Regulation and Disclosure Requirements) Regulation 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 of 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.
The Board recommends an Ordinary Resolution set out at Item No.6 of the Notice for approval by the Members of the Company

Item No 7:

TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TATA POWER CO LIMITED (TPL)

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 shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

TPL 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. In addition to this, it is proposed to supply Solar Power Plant related mechanical parts. Your Company will also provide certain support services to TPL and vice versa. Further there are certain expenses which are cross charged and are recovered by TPL 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 requires to enters into various transaction(s) such as sale, supply/purchase of goods, materials, tools, dies and fixtures to/from TPL, selling or otherwise disposing of or buying, leasing of property of any kind to/from TPL, rendering/availing of any services to/from TPL, warranty expenses, sale or purchase of fixed assets to/from TPL, 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 TPL, 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.

Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on January 02, 2024 approved limit aggregating to Rs 50 Crore p.a. (excluding taxes) for a period w.e. f. the date of declaration of Voting results of the members till the ensuing Annual General Meeting (AGM) subject to approval of Members by way of postal Ballot.

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 on going 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 by way of postal Ballot. 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 Regulation and Disclosure Requirements) Regulation 2015 are as below:

1. Name of the related party and nature of relationship: TATA POWER CO LIMITED (TPL), 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 POWER CO LIMITED (TPL)	Sale, supply/purchase of goods, materials, tools, dies, fixtures etc. to/from TPL.
	Selling or otherwise disposing of or buying, leasing of property of any kind to/from TPL.
	Rendering/availing of any services to/from TPL.
	Warranty expenses
	Sale/purchase of Fixed Assets to/from TPL.
	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 TPL
	Any other transactions with/by TPL 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.

The Board recommends an Ordinary Resolution set out at Item No.7 of the Notice for approval by the Members of the Company.

Item No 8:

TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TATA TOYO RADIATOR (TTR)

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 shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

TTR being subsidiary 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 TTR. Your Company also provides certain support services to TTR and vice versa. Further there are certain expenses which are cross charged and are recovered by TTR 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 TTR being the Company located in proximity to TTR. Further your Company enters into various transaction(s) such as sale, supply/purchase of goods, materials, tools, dies and fixtures to/from TTR, selling or otherwise disposing of or buying, leasing of property of any kind to/from TTR, rendering/availing of any services to/from TTR, warranty expenses, sale or purchase of fixed assets to/from TTR, 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 TTR, 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.

Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on January 02, 2024 approved limit aggregating to Rs 50 Crore p.a. (excluding taxes) for a period w.e. f. the date of declaration of Voting results of the members till the ensuing Annual General Meeting (AGM) subject to approval of Members by way of postal Ballot.

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 on going 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 by way of postal Ballot. 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 Regulation and Disclosure Requirements) Regulation 2015 are as below:

1. Name of the related party and nature of relationship: TATA TOYO RADIATOR (TTR), Subsidiary 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) and Mr. Bharatkumar Balvantrai Parekh (DIN: 01521346) Common Directors, 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 TOYO RADIATOR (TTR)	Sale, supply/purchase of goods, materials, tools, dies, fixtures etc. to/from TTR.
	Selling or otherwise disposing of or buying, leasing of property of any kind to/from TTR.
	Rendering/availing of any services to/from TTR.
	Warranty expenses
	Sale/purchase of Fixed Assets to/from TTR.
	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 TTR.
	Any other transactions with / by TTR 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) and Mr. Bharatkumar Balvantrai Parekh (DIN: 01521346), Common Directors, None of the Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution.

The Board recommends an Ordinary Resolution set out at Item No.8 of the Notice for approval by the Members of the Company.

Item No 9:

TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TATA STEEL LIMITED (TSL)

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 shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

TSL 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 TSL since last few years. Your Company procures just in time/just in sequence raw materials as may be required. The objective being to serve in a most efficient way and providing just-in-time deliveries to run the production line smoothly. TSL has shown interest to purchase steel scarp from your company. Your Company also provides certain support services to TSL and vice versa. Further there are certain expenses which are cross charged and are recovered by TSL and vice versa accordingly. Company is anticipating increase in demand of raw material, it is proposed to increase the Annual limit and accordingly Company is seeking Members approval through this postal ballot.

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 requires to enters into various transaction(s) such as sale, supply/purchase of goods, raw materials, scrap, tools, dies and fixtures to/from TSL, selling or otherwise disposing of or buying, leasing of property of any kind to/from TPL, rendering /availing of any services to/from TSL, warranty expenses, sale or purchase of fixed assets to/from TSL 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 TSL, 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 and/ or to procure in a most efficient way and providing/receiving just-in-time deliveries. In light of the above, your Company has been dealing through such transactions with the said related party.

Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on January 02, 2024 approved limit aggregating to Rs 50 Crore p.a. (excluding taxes) for a period w.e. f. the date of declaration of Voting results of the members till the ensuing Annual General Meeting (AGM) subject to approval of Members by way of postal Ballot.

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 on going 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 by way of postal Ballot. Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period of 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 Regulation and Disclosure Requirements) Regulation 2015 are as below:

1. Name of the related party and nature of relationship: TATA STEEL LIMITED (TSL), 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 STEEL LIMITED (TSL)	Sale, supply/purchase of goods, Scrap, materials, tools, dies, fixtures etc. to/from TSL.
	Selling or otherwise disposing of or buying, leasing of property of any kind to/from TSL.
	Rendering/availing of any services to/from TSL.
	Warranty expenses
	Sale/purchase of Fixed Assets to/from TSL.
	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 TSL
	Any other transactions with/by TSL 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.

The Board recommends an Ordinary Resolution set out at Item No.9 of the Notice for approval by the Members of the Company.