

NOTICE

NOTICE is hereby given that the Thirty-Fourth (34th) Annual General Meeting (AGM) of the Members of Automotive Stampings and Assemblies Limited will be held on **Tuesday, July 09, 2024 at 11.00 AM** at Moolgaokar Auditorium, Ground Floor, A Wing, MCCIA Trade Tower, International Convention Centre, Senapati Bapat Road, Pune 411 016 to transact the following business:

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**
- 2. TO RE-APPOINT A DIRECTOR IN PLACE OF MR. AMIT DEY (DIN : 09750551) WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

SPECIAL BUSINESS:

- 3. RE-APPOINTMENT OF MS. BHAVNA BINDRA (DIN: 07314422) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS W.E.F. JULY 15, 2024 TO JULY 14, 2029 (BOTH DAYS INCLUSIVE).**

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Ms. Bhavna Bindra (DIN: 07314422), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from July 15, 2019 up to July 14, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from July 15, 2024 up to July 14, 2029 (both days inclusive).

RESOLVED FURTHER THAT, the Board of Directors of the Company (including its Committee thereof) and Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

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

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

“RESOLVED THAT, pursuant to the applicable provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and in terms of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to enter into transaction(s) of sale, supply/purchase of goods, materials, tools, dies, fixtures etc. to/from TML,

selling or otherwise disposing of or buying, leasing of property of any kind to/from TML, rendering/availing of any services to/from TML, warranty expenses, sale or purchase of fixed assets to/from TML, any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/extension of maturity from time to time from TML, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise, for the period w.e.f ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 with TML a Related Party, up to an estimated annual value of ₹.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.”

5. 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 ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 with THSPL, a Related Party, up to an estimated annual value of ₹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.”

6. TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH FIAT INDIA AUTOMOBILES PVT. LTD. (FIAT)

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 FIAT, selling or otherwise disposing of or buying, leasing of property of any kind to/from FIAT, rendering/availing of any services to/from FIAT, warranty expenses, sale or purchase of fixed assets to/from FIAT, any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/

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charges thereon including rollover/extension of maturity from time to time from FIAT, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise, for the period w.e.f ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 with FIAT, a Related Party, up to an estimated annual value of ₹500 Crore (Rupees Five 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 FIAT.

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

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

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

“**RESOLVED THAT**, 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, Scarp, dies, fixtures etc. to/from TSDPL, selling or otherwise disposing of or buying, leasing of property of any kind to/from TSDPL, rendering/availing of any services to/from TSDPL, warranty expenses, sale or purchase of fixed assets to/from TSDPL, any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/ charges thereon including rollover/extension of maturity from time to time from TSDPL, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise, for the period w.e.f ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 with TSDPL, a Related Party, up to an estimated annual value of ₹500 Crore (Rupees Five 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 TSDPL.

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

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

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

“**RESOLVED THAT**, 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 TATA AUTOCOMP, selling or otherwise disposing of or buying, leasing of property of any kind to/from TATA AUTOCOMP, rendering/availing of any services to/from TATA AUTOCOMP, warranty expenses, sale or purchase of fixed assets to/from TATA AUTOCOMP, any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/ charges thereon including rollover/ extension of maturity from time to time from TATA AUTOCOMP, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise, for the

period w.e.f ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 with TATA AUTOCOMP, a Related Party, up to an estimated annual value of ₹500 Crore (Rupees Five 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 TATA AUTOCOMP.

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

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

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

“**RESOLVED THAT**, 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 TATA GOTION, selling or otherwise disposing of or buying, leasing of property of any kind to/from TATA GOTION, rendering/availing of any services to/from TATA GOTION, warranty expenses, sale or purchase of fixed assets to/from TATA GOTION, any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/ charges thereon including rollover/extension of maturity from time to time from TATA GOTION, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise, for the period w.e.f ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 with TATA GOTION, a Related Party, up to an estimated annual value of ₹500 Crore (Rupees Five 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 TATA GOTION.

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

10. TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TATA 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 ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 with TMPVL, a Related Party, up to an estimated

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annual value of ₹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.”

11. 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 ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 with TACO AI, a Related Party, up to an estimated annual value of ₹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 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.”

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

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

“**RESOLVED THAT**, pursuant to the applicable provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and in terms of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary the consent of the Members of the Company be and is hereby accorded to enter into transaction(s) of sale, supply/purchase of goods, materials, tools, dies, fixtures etc. to/from TPEML, selling or otherwise disposing of or buying, leasing of property of any kind to/from TPEML, rendering/availing of any services to/from TPEML, warranty expenses, sale or purchase of fixed assets to/from TPEML, any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/ charges thereon including rollover/extension of maturity from time to time from TPEML, any other transaction including transactions related to rate revisions, reimbursement/ recovery of expenses etc. whether material or otherwise for the period w.e.f ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 with TPEML, a Related Party, up to an estimated annual value of ₹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 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.”

13. 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 ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 with TPL, a Related Party up to an estimated annual value of ₹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 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.”

14. 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 ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 with TTR, a Related Party, up to an estimated annual value of ₹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 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

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limited to delegation of powers as may be necessary, proper or expedient to give effect to this Resolution.”

15. 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. ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 with TSL, a Related Party, up to an estimated annual value of ₹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 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.”

16. 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, w.e.f. April 01, 2024 till April 30, 2028 on such Terms and Conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.

Remuneration:

- a. **Basic Salary:** In the scale of ₹ 90,000 to ₹ 3,00,000/- per month with authority to the Board and/or Nomination and Remuneration Committee to fix his basic salary within the above scale, the Salary with

effect from April 01, 2024 being ₹1,12,769/- 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 ₹ 10,14,925 PA. amount of Incentive remuneration can go up to 200 % of ₹ 10,14,925 PA. and may be paid at the discretion of the Board and/or Nomination and Remuneration Committee and based on certain performance criteria.
- c. **Perquisites and allowances:** Mr. Suhas Dode will be entitled to the perquisites and allowances as per the Company Rules in addition to the salary and incentive remuneration. Such allowances (A) and perquisites (B) will be subject to a maximum of 430% of his annual basic salary earned in a respective financial year under the following criteria:
- In arriving at the value of the perquisites in so far as there exists a provision for valuation of perquisites under the Income Tax Rules, the value shall be determined on the basis of Income Tax Rules in force from time to time. In the absence of any such Rules, Perquisites and allowances shall be determined at actual cost incurred by the Company in providing such perquisites and allowances.
 - Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund (subject to tax), to the extent these either singly or together are not taxable under the Income-tax Act, Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

In particular, the following perquisites and allowances are currently allowed to Mr. Suhas Dode w.e.f. April 01, 2024.

A) Allowances: -

- Executive Allowance – 40 % Of Basic Salary Per month (or any other Allowance paid as per the Company Rules).
- Driver Allowance - ₹ 12,000/- per month.
- Car Allowance - ₹ 16,500/- per month.
- Fuel and Maintenance allowance ₹ 12,000/- per month.
- Personal Pay: ₹ 2,64,778/- per month.

B) Perquisites: -

- i) **Housing:** The Company may provide hired unfurnished accommodation; or where no accommodation is provided by the Company, then House Rent Allowance shall be paid. The Rent for the accommodation and/or House Rent Allowance shall be subject to a ceiling of an amount equal to 70% of basic salary of the respective financial year of the appointee.
- ii) **Medical Reimbursement:** Expenditure incurred by the appointee and his family on domiciliary medical treatment shall be reimbursed, subject to a ceiling of 8.33% of Basic salary. The amount may be paid as a Medical Allowance on a monthly basis, subject to a ceiling of 8.33% of Basic salary of the respective financial year as per the rules of the Company. Assistance for actual medical expenses in the event of hospitalization, incurred for self, family shall be as per the rules of the Company.
- iii) **Leave and Leave Travel Concession:** Leave on full salary & encashment of unavailed balance during the tenure shall be as per the Rules of the Company. The Leave Travel Allowance may be paid by way of a monthly/ annual allowance subject to a ceiling of 8.33% of Basic salary in a respective financial year as per the rules of the Company.

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- iv) Insurance: Mr. Suhas Dode shall be eligible for the benefit of Group Medclaim Insurance and Group Personal Accident Insurance Policies taken out as per the Rules of the Company.
- v) Other benefits/ amenities like sale assets, if any at concessional rate after the specified period, cash allowance in lieu of certain amenities/ benefits, etc., shall be as per the rules of the Company.
- vi) Contributions to Provident Fund, Superannuation Fund or Annuity Fund shall be as per the rules of the Company.
- vii) Gratuity and encashment of leave at the end of his tenure shall be permitted as per the Rules of the Company.

Minimum Remuneration

RESOLVED FURTHER THAT, notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Suhas Dode, Manager designated as Chief Executive Officer 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.”

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

BY ORDER OF THE BOARD

For Automotive Stampings and Assemblies Limited

Shrikant Joshi
Company Secretary
M.NO. : A47346

Date : May 06, 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. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be received by the Company duly completed and signed not less than 48 hours before the commencement of the AGM. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate Resolution /authority, as applicable, issued on behalf of the nominating organisation. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act a proxy for any other person or Member.
2. A Proxy Form and Attendance Slip for the AGM are enclosed herewith.
3. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business of the Notice is annexed hereto. Requisite declarations have been received from Director/s for seeking appointment/re-appointment.
4. Corporate Members intending to send their authorised representatives to attend the meeting in terms of Section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board Resolution or POA authorising such representative to attend and vote on its behalf at the AGM to the Scrutinizer at cs@svdandassociates.com and to the Company at the email address: cs@autostampings.com.
5. In accordance with the provisions of Article 36 of Articles of Association of the Company, Amit Dey (DIN : 09750551) will retire by rotation at the AGM and being eligible, offers himself for re-appointment. Pursuant 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to Section 118(10) of the Act and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, additional information in respect of Directors retiring by rotation and persons seeking appointment/ re-appointment at the AGM is given in the Explanatory Statement attached to this Notice and in the Corporate Governance Section of this Annual Report.
6. Members/Proxies/ Authorized Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the AGM.
7. During the period beginning (24) Twenty Four hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member is entitled to inspect the proxies lodged at any time during the business hours of the Company.
8. Members are requested to bring their personal copy of the Annual Report to the meeting.
9. Queries on financial statements and/ or operations of the Company, if any, may please be sent to the Company at email ID: cs@autostampings.com, seven days in advance of the meeting so that the answers may be made available at the AGM.
10. The applicable Statutory Register of the Company under provisions of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
11. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, July 03, 2024 to Tuesday, July 09, 2024 (Both days inclusive).
12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be

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transferred only in dematerialized form w.e.f. April 1, 2019, except in case of request received for transmission or transposition of securities which shall be effected only in dematerialised form w.e.f. January 24, 2022. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Link Intime India Private Limited, Company's Registrar and Transfer Agents for assistance in this regard.

13. Transfer of Unclaimed/ Unpaid amounts and shares to the Investor Education and Protection Fund (IEPF):
 - a. Pursuant to Section 124 and 125 and all other applicable provisions, if any, of the Companies Act, 2013, the amount of the dividend remaining unpaid or unclaimed for a period of 7 (seven) years from the date of transfer to unpaid dividend account of the Company shall be transferred to the Investor Education and Protection Fund (the "Fund") set up by the Government of India.
 - b. Further in accordance with Section 124(6) of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, amongst other matters, all shares in respect of which dividend has remained unclaimed or unpaid for 7 (seven) consecutive years or more are required to be transferred to the Demat Account of the IEPF Authority. Accordingly, all the shares in respect of which dividends were declared upto the financial years ended March 31, 2012 and remained unpaid or unclaimed were transferred to the IEPF Demat Account. The details of unpaid/ unclaimed dividend and numbers of shares liable to be transferred / transferred are available on website: www.autostampings.com
 - c. Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed / unpaid for a period of seven years from the dates they became first due for payment. However, Shareholders may claim from IEPF Authority both unclaimed dividend amount and the shares transferred to IEPF Demat Account as per the applicable provisions of Companies Act, 2013 and rules made thereunder. The Member/Claimant is required to make an online application to the IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in) along with requisite fees as decided by the IEPF Authority from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules. In order to help Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends on the website of Investor Education and Protection Fund: www.iepf.gov.in and on the website of the Company: www.autostampings.com.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the Registrar at pune@linkintime.co.in in case the shares are held in physical form, quoting your folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/She may submit the same in Form SH-14. The said forms can be downloaded from the Company's website at www.autostampings.com. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Registrar & Transfer Agents at pune@linkintime.co.in in case the shares are held in Physical Form, quoting your Folio No.
16. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for Payment of Dividend etc. A form for capturing additional details is available on the Company's website under the section 'Investor Relations'. Members holding shares in physical form are requested to submit the filled in form to the Company at cs@autostampings.com or to the Registrar in physical mode or in electronic mode at pune@linkintime.co.in, as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DP only

and not to the Company or Link Intime India Pvt. Limited, Registrar & Transfer Agents of the Company.

17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar & Transfer Agents, the details of such folios together with the share certificates for consolidating their holdings in one folio. Letter of Confirmation for consolidated share certificate will be issued to such Members after making requisite changes.
18. Members who wish to inspect the relevant documents referred above and in the Notice can send an email to cs@autostampings.com up to date of this AGM.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
20. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
21. In terms of Sections 101 and 136 of the Act read with the Rules made thereunder, and Listing Regulations electronic copy of the Annual Report is being sent to all the Members whose email IDs are registered with the Company / DPs for communication purposes unless any Member has requested for a hard copy of the same.

Physical copy of the Annual Report is being sent to those Members, who have either opted for the same or have not registered their email addresses. In case any Member wishes to get a physical copy of the Annual Report, a request may be sent to the company at cs@autostampings.com or RTA at email: pune@linkintime.co.in in mentioning the folio number / DP ID and Client ID numbers, as the case may be.

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

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

23. Non-Resident Indian Members are requested to inform the Company/Depository Participant, immediately of :
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete Bank Name, Branch, Account Type, MICR number, Account Number and Address of the bank with pin code number, if not furnished earlier.
24. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Registrar & Transfer Agents.
25. Voting through electronic means
 1. The complete details of the instructions for e-voting are annexed to this Notice. These details form an

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integral part of the Notice. Route map showing directions to reach the venue of the 34th AGM is annexed.

2. In compliance with provisions of Section 108 of the Companies Act, 2013, and rules framed there under, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to offer e-voting facility to the Members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice convening the 34th Annual General Meeting, through Central Depository Services (India) Limited {CDSL}.
3. The e-voting facility is available at the link www.evotingindia.com.
4. The e-voting facility will be available during the following voting period:

Start Day, Date & Time	End Day, Date & Time
Saturday, July 06, 2024 at 09.00 a.m. (IST)	Monday, July 08, 2024, 05.00 p.m. (IST)

5. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast vote again.
6. The voting rights of Members (for voting through e-voting or voting at the meeting) shall be in proportion to their share(s) in the paid up equity share capital of the Company as on the cut-off i.e. Tuesday, July 02, 2024. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Tuesday, July 02, 2024 only shall be entitled to avail the facility of e-voting as well as voting at the AGM.
7. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Annual Report (including AGM Notice) and holds shares as on the cut-off date i.e. June 07, 2024 may follow the instructions for e-voting mentioned below. In case such Member has not updated his or her PAN with the Company or the Depository Participant, may obtain the sequence number by sending a request at pune@linkintime.co.in.
8. For the benefit of Members who will be present at the meeting and who have not cast their votes through e-voting, the facility for voting through Poll paper will be made available at the meeting. The Members who have cast their votes by e-voting may also attend the meeting but shall not be entitled to cast their vote again at the AGM.
9. The Board of Directors of the Company has appointed M/s SVD & Associates, Company Secretaries, Pune to act as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
10. The Scrutinizer immediately after the conclusion of e-voting at the AGM, will unblock the votes cast through remote e-Voting and e-voting at the AGM and shall make a consolidated scrutinizer's report of the total votes cast in Favour or Against, Invalid Votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairperson or a person authorized by him, within 48 (Forty Eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
11. The results declared along with the Scrutinizer's Report will be placed on the Company's website: www.autostampings.com and on the website of CDSL e-Voting www.evotingindia.com immediately after their declaration and the same shall simultaneously communicated to BSE Limited and National Stock Exchange of India Limited.
12. The Notice calling the AGM will be uploaded on the website of the Company at www.autostampings.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

REMOTE E-VOTING THROUGH ELECTRONIC MEANS

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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.

- (i) The voting period begins on Saturday, July 06, 2024 at 09. 00 a.m (IST) and ends on Monday, July 08, 2024 at 05.00 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 Tuesday, July 02, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

- (iv) 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 and joining virtual meetings **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	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.

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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 or joining virtual meeting & voting during the meeting.</p> <p>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> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. 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 or joining virtual meeting & voting during the meeting.</p>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 or joining virtual meeting & voting during the meeting.

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

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

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

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

(v) Login method for e-Voting and joining virtual meetings 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.
 - 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:

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	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 and to the Company at the email address viz;cs@svdandassociates.com and 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 cs@autostampings.com / RTA.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 & joining virtual meetings through Depository.

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

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ANNEXURE TO THE NOTICE

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

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 16 of the accompanying Notice dated May 06, 2024.

Special Business:

ITEM NO 3: RE-APPOINTMENT OF MS. BHAVNA BINDRA (DIN: 07314422) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS W.E.F. JULY 15, 2024 TO JULY 14, 2029 (BOTH DAYS INCLUSIVE).

The Members of the Company at their 30th Annual General Meeting (AGM) held on August 20, 2020 appointed Ms. Bhavna Bindra (DIN: 07314422), as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from July 15, 2019 up to July 14, 2024 (both days inclusive)

Further, Pursuant to provisions of the Companies Act, 2013, Rules made thereof and the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee; the Board of Directors at its meeting held on May 06, 2024 has approved the Re -appointment of Ms. Bhavna Bindra (DIN: 07314422) in the category of Independent Director for a second term of 5 (Five) consecutive years on the Board of the Company commencing from July 15, 2024 up to July 14, 2029 (both days inclusive).

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of 5 (Five) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report.

Pursuant to following provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- The listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of 3 (Three) months from the date of appointment, whichever is earlier.
- The Appointment, Re-Appointment or Removal of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution.

On the recommendation of Nomination and remuneration Committee, the Board considered said Re-appointment subject to approval of Shareholder in ensuing Annual General Meeting by way of Special Resolution.

Ms. Bhavna Bindra is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. Further, the Company has received declarations from her stating that she meets the criteria of independence as prescribed in Section 149(6) of the Companies Act, 2013 and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that she has not been debarred or disqualified from holding the office as a Director by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs or any such Statutory / Regulatory Authority. Ms. Bhavna Bindra has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

Based on the performance evaluation of proposed appointee, the Committee and the Board, are of the view that, her expertise in automotive sector would be very valuable for the Board and the Company. Her experience would go a long way in creating stability and value for the Company's shareholders. Given the knowledge, Experience, Contribution, along with the skills and expertise, she brings on board, her continued association would be immensely beneficial to the Company, in its pursuit of growth and hence recommends to the Members her re-appointment for the second term and she is independent of the management of the Company. She holds valid Registration Certificate with the Databank of Independent Directors.

Ms. Bhavna Bindra will be entitled to sitting fees and/ or other remuneration at par with other Independent Directors of the Company and/or as per the Nomination and Remuneration Policy of the Company. A draft copy of letter of appointment/Re-appointment as an Independent Director of the Company setting out terms and

conditions of appointment, including remuneration, is available for inspection by the Members at the website of the Company.

Save and except the foregoing, none of the Directors and Key Managerial Personnel of the Company and their relatives, except for the proposed appointee(s) and their relative(s), are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution(s) as set out respectively at Item No. 3 of the Notice.

Accordingly, the Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members of the Company.

Details of Directors seeking Re- appointment at the 34th Annual General Meeting (AGM) Pursuant to Regulations 26 and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 [Secretarial Standards on General Meetings].

Name, Director Identification Number (DIN) and Designation of the Director	Ms. Bhavna Bindra (DIN: 07314422) Non –Executive Independent Director.
Date of Birth and Age	May 08, 1977, Age: 47 years
Date of first appointment on the Board	July 15, 2019
Educational Qualifications	Ms. Bhavna Bindra is an Economics honours graduate from Shri Ram College of Commerce, Delhi and MBA from IIM Bangalore.
Brief Resume and Expertise in specific functional areas	<p>Ms. Bhavna Bindra is Managing Director India, Middle East Africa for Lubrizol.</p> <p>She is also on Board of Kennametal India Limited as an Independent Director.</p> <p>Ms. Bhavna Bindra was the Managing Director-Materials Cluster at DSM India wherein she was responsible for growth of the business in the region, including alliances, Mergers & Acquisitions and investments.</p> <p>Prior to joining DSM India Private Limited Ms. Bhavna Bindra led the ₹1300 Crore Distribution Business unit at Cummins India Ltd., where she was charged with providing aftermarket support across India for over half a million Cummins engines powering various applications including Power Generation, Mining, Railways, Defence, etc.</p> <p>Prior to taking this role in 2015 Ms. Bhavna led Cummins India's Automotive business from 2010</p> <p>Ms. Bhavna has also served on the Boards of Valvoline Cummins Private Ltd. And Cummins Sales and Service Private Limited as well as on the Board of Cummins DKSH as well as on the Boards of Jakson limited and Jakson Engineers Limited.</p> <p>Before joining Cummins, Ms. Bhavna worked as a Consultant with The Boston Consulting Group across different industry verticals including Financial Services and Pharmaceuticals. She has also held a leadership position at Boston Analytics, a start-up focusing on Research and Analytics.</p> <p>A strong advocate of workplace Diversity, Ms. Bhavna worked actively to help developing strategies to attract and retain women employees for Cummins entities in India. Ms. Bhavna was recognized as one of India Inc.'s 25 Rising Women Leaders in 2015 by Economic Times.</p> <p>She was also among the "40 Under Forty" Young Leaders list of Economic Times in 2016. She has diversified experience in corporate business and Strategy.</p>

Automotive Stampings and Assemblies Limited

Terms and conditions of appointment / re-appointment	As per the Special Resolution set forth at Item No. 3 of this Notice, read with the Explanatory Statement thereto.
Details of remuneration last drawn (FY 2023-24) and sought to be paid, if applicable	NIL Kindly refer Section of Corporate Governance of Annual Report for sitting fees Paid
Details of remuneration sought to be paid	The Non-Executive Directors are entitled to remuneration by way of sitting fees for attending Board and committee meetings along with commission determined in accordance with the Company's Policy on Selection and Appointment of Directors and their Remuneration.
Number of Board Meetings attended during the (FY 2023- 24)	Kindly refer Section of Corporate Governance of Annual Report
Inter-se relationships with other Directors, Manager and Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel of the Company.
List of Companies/ LLP in which Directorships held as on May 06, 2024 (excluding foreign Companies)	<ul style="list-style-type: none"> • Kennametal India Limited (Independent Director) • Automotive Stampings and Assemblies Limited (Independent Director) • Lubrizol Advanced Materials India Private Limited. • Lubrizol Global Services Center Private Limited
Name of listed entities from which the person has resigned in the past three years (excluding foreign Companies).	NIL
** Chairmanship / Membership of specified Committees of the Boards of above Companies as on May 06, 2024.	Kennametal India Limited <ul style="list-style-type: none"> • Audit Committee (Member) • Stakeholders Relationship Committee (Member). Automotive Stampings and Assemblies Limited. <ul style="list-style-type: none"> • Audit Committee ((Member)
Number of shares held in the Company: (a) Own (b) For other persons on a beneficial basis	NIL

** Membership/Chairmanship Committees mentioned include Audit Committee and Stakeholders Relationship Committee as per Regulation 26(1)(b) of the Listing Regulations.

For other details such as skills and capabilities required for the role of Independent Director and the manner in which the person proposed to be appointed / re-appointed meets such requirements, etc. please refer to the Corporate Governance Report which is a part of the Annual Report.

ITEM NO 4: 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 off or Buying, Leasing of Property of any kind to/from TML, Rendering/Availing of any services to/from TML, Warranty Expenses, Sale or Purchase Of Fixed Assets to/from TML, any transaction in the nature of loan/ advance, Guarantee or from security from time to time on such terms relating to or without interest/charges thereon including rollover/extension of maturity from time to time from TML, any other transaction including transactions related to Rate Revisions, Reimbursement/Recovery of Expenses etc. whether material or otherwise for its various projects. The objective being to serve in a most efficient way and providing just-in-time deliveries. In light of the above, your Company has been dealing through such transactions with the said related party.

The Members of the Company through its Postal Ballot dated January 02, 2024 approved material RPTs with Tata Motors Limited for a period w.e.f. April 01, 2024 till the ensuing Annual General Meeting (AGM) for an aggregate limit of ₹ 600 Crore p.a. (excluding taxes).

Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on May 06, 2024 approved the said limit of ₹600 Crore p.a. (plus applicable taxes) for a new period w.e.f. ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 Subject to approval of the members at the ensuing Annual General (AGM).

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

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said 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 at the ensuing Annual General (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution would be essentially required at this point of time.

The key details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Regulation and Disclosure Requirements) Regulation 2015 are as below:

Automotive Stampings and Assemblies Limited

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.4 of the Notice for approval by the Members of the Company.

ITEM NO 5: 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 off 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 through its Postal Ballot dated January 02, 2024 approved material RPTs with THSPL for a period w.e.f. April 01, 2024 till the ensuing Annual General Meeting (AGM) for an aggregate limit of ₹ 150 Crore p.a. (Plus applicable taxes).

Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on May 06, 2024 approved the said limit of ₹ 150 Crore p.a. (plus applicable taxes) for a new period w.e.f. ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 Subject to approval of the members at the ensuing Annual General (AGM).

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

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said 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 at the ensuing Annual General Meeting (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution would be essentially required at this point of time.

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

Automotive Stampings and Assemblies Limited

3. **A summary of the information provided by the management of the listed entity to the audit committee:** Management communicated to the Audit Committee regarding related party, nature of transaction, tenure of transaction and other necessary information as per regulation.
4. **Justification on proposed transaction is in the interest of the listed entity:** Proposed transaction will result into increase in business of the Company
5. **Transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:** NA
6. **Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction:** NA
7. **Notice period for termination:** Based on various contracts.
8. **Manner of determining the pricing and other commercial terms:** Based on commercial negotiations, on arm's length basis, as far as possible and in tune with market parameters.
9. **Disclosure of interest:** Except Mr. Arvind Hari Goel (DIN: 02300813) Common Director, None of the Directors, Key Managerial Personnel or their respective relatives are interested or concerned financially or otherwise in the Resolution.
10. **Duration :** As mentioned in the Resolution.
11. **Monetary value:** Estimated values as mentioned in the Resolution.
12. **Nature, material terms and particulars of the arrangement:**

Name of the Company	Nature of Contract/Arrangement
TATA AUTOCOMP HEN-DRICKSON SUSPENSIONS PRIVATE LIMITED (THSPL)	Sale, Supply/Purchase of Goods, Materials, Tools, Dies, Fixtures etc. to/from THSPL.
	Selling or otherwise Disposing off 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.5 of the Notice for approval by the Members of the Company.

ITEM NO 6: TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH FIAT INDIA AUTOMOBILES PVT. LTD. (FIAT)

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

Fiat India Automobiles pvt. Ltd. (FIAT) is related party of the Company as per the Act read with Rules, Listing Regulations and as per applicable Indian Accounting Standard (IND-AS). Your Company operates in Sheet Metal Components, Assemblies and Sub-Assemblies segment of the Auto Components Industry. It manufactures a range of Sheet Metal Components and Assemblies for the Automobile Industry and is a Tier One Auto Components Supplier. It Supplies Sheet Metal Components and Assemblies to major OEMs. Your Company has been Selling, Supplying Sheet Metal Components and Assemblies etc. to FIAT. Your Company also provides certain support services to FIAT and vice versa. Further there are certain expenses which are cross charged and are recovered by Fiat India Automobiles pvt. Ltd. (FIAT) and vice versa accordingly.

As per Regulation 23 of Listing Regulations a transaction with a related party shall be considered material, if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees One Thousand Crore or Ten Per Cent of the Annual Consolidated Turnover of the Listed Entity as per the last Audited Financial Statements of the Listed Entity, whichever is lower. All material Related Party Transactions shall require prior approval of the Members.

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

The Members of the Company through its Postal Ballot Notice Dated November 13, 2022 approved material RPTs with Fiat India Automobiles Pvt. Ltd. (FIAT) for a period of 5 years w.e.f. Date of passing the Resolution till March 31, 2027 for an aggregate limit of ₹ 500 Crore p.a. (excluding taxes).

Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on May 06, 2024 approved the said limit of ₹500 Crore p.a. (plus applicable taxes) for a new period w.e.f. ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 Subject to approval of the members at the ensuing Annual General (AGM).

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

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said 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 at the ensuing Annual General (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution would be essentially required at this point of time.

The key details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Regulation and Disclosure Requirements) Regulation 2015 are as below:

- 1. Name of the related party and nature of relationship:** Fiat India Automobiles Pvt. Ltd. (FIAT), Related to the Holding Company.
- 2. Applicability of the agreement/arrangement is subject to statutory approval, if any:** Not applicable

Automotive Stampings and Assemblies Limited

3. **A summary of the information provided by the management of the listed entity to the audit committee:** Management communicated to the Audit Committee regarding related party, nature of transaction, tenure of transaction and other necessary information as per regulation.
4. **Justification on proposed transaction is in the interest of the listed entity:** Proposed transaction will result into increase in business of the Company
5. **Transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:** NA
6. **Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction:** NA
7. **Notice period for termination:** Based on various contracts.
8. **Manner of determining the pricing and other commercial terms:** Based on commercial negotiations, on arm's length basis, as far as possible and in tune with market parameters.
9. **Disclosure of interest:** None of the Directors, Key Managerial Personnel or their respective relatives are interested or concerned financially or otherwise in the Resolution.
10. **Duration :** As mentioned in the Resolution.
11. **Monetary value:** Estimated values as mentioned in the Resolution.
12. **Nature, material terms and particulars of the arrangement:**

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

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

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

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 STEEL DOWNSTREAM PRODUCTS LIMITED (TSDPL).

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

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

As per Regulation 23 of Listing Regulations a transaction with a related party shall be considered material, if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees One Thousand Crore or Ten Per Cent of the Annual Consolidated Turnover of the Listed Entity as per the last Audited Financial Statements of the Listed Entity, whichever is lower. All material Related Party Transactions shall require prior approval of the Members.

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

The Members of the Company through its Postal Ballot Notice Dated November 13, 2022 approved material RPTs with Tata Steel Downstream Products Limited (TSDPL) for a period of 5 years w.e.f. Date of passing the Resolution till March 31, 2027 for an aggregate limit of ₹ 500 Crore p.a. (excluding taxes).

Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on May 06, 2024 approved the said limit of ₹500 Crore p.a. (plus applicable taxes) for a new period w.e.f. ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 Subject to approval of the members at the ensuing Annual General (AGM).

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

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said 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 at the ensuing Annual General (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution would be essentially required at this point of time.

The key details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Regulation and Disclosure Requirements) Regulation 2015 are as below:

Automotive Stampings and Assemblies Limited

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

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

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

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

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 AUTOCOMP SYSTEMS LIMITED (TATA AUTOCOMP).

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

Tata Autocomp Systems Limited (TATA AUTOCOMP) is a Holding Company of the company and Related Party of the Company as per the Act read with Rules, Listing Regulations and as per applicable Indian Accounting Standard (IND-AS). Your Company operates in Sheet Metal Components, Assemblies and Sub-Assemblies segment of the Auto Components Industry. It manufactures a range of Sheet Metal Components and Assemblies for the Automobile Industry and is a Tier One Auto Components Supplier. Your Company provides certain support services to Tata Autocomp Systems Limited (TATA AUTOCOMP) and vice versa. Further there are certain expenses which are cross charged and are recovered by Tata Autocomp Systems Limited (TATA AUTOCOMP) and vice versa accordingly.

As per Regulation 23 of Listing Regulations a transaction with a related party shall be considered material, if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees One Thousand Crore Or Ten Per Cent Of The Annual Consolidated Turnover of the Listed Entity as per the last Audited Financial Statements of the Listed Entity, whichever is lower. All material Related Party Transactions shall require prior approval of the Members.

Your Company provides / Procures just in time/just in sequence services required by TATA AUTOCOMP or required by your Company being the Company located in proximity to TATAAUTOCOMP. Further your Company enters into various transaction(s) Such As Sale, Supply/Purchase of Goods, Materials, Tools, Dies and Fixtures to/from TATA AUTOCOMP, Selling or otherwise disposing of or Buying, Leasing of Property of any kind to/from TATA AUTOCOMP, Rendering/Availing of any services to/from TATA AUTOCOMP, Warranty Expenses, Sale Or Purchase of Fixed Assets to/from TATA AUTOCOMP, any transaction in the nature of Loan/ Advance, Guarantee or from Security from time to time on such terms relating to or without Interest/Charges thereon including Rollover/ Extension of maturity from time to time from TATA AUTOCOMP, 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 the 32nd AGM held on June 09, 2022 approved material RPTs with Tata Autocomp Systems Limited (TATA AUTOCOMP) for a period of 5 (Five) years w.e.f. June 10, 2022 till June 09, 2027 for an aggregate limit of ₹ 500 Crore p.a. (excluding taxes).

Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on May 06, 2024 approved the said limit of ₹500 Crore p.a. (plus applicable taxes) for a new period w.e.f. ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 Subject to approval of the Members at the ensuing Annual General (AGM).

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

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said 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 at the ensuing Annual General (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution would be essentially required at this point of time.

The key details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Regulation and Disclosure Requirements) Regulation 2015 are as below:

- 1. Name of the related party and nature of relationship:** Tata Autocomp Systems Limited (TATAAUTOCOMP), Holding Company.

Automotive Stampings and Assemblies Limited

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

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

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

TATA AUTOCOMP GOTION GREEN ENERGY SOLUTIONS PRIVATE LIMITED (TATA GOTION) is related party of the Company as per the Act read with Rules, Listing Regulations and as per applicable Indian Accounting Standard (IND-AS). Your Company operates in Sheet Metal Components, Assemblies and Sub-Assemblies segment of the Auto Components Industry. It manufactures a range of Sheet Metal Components and Assemblies for the Automobile Industry and is a Tier One Auto Components Supplier. It supplies Sheet Metal Components and Assemblies to major OEMs. Your Company has been Selling, Supplying Auto Components, Sheet Metal Components and Assemblies etc. to TATA GOTION and has business relationship with TATA GOTION since last few years. Your Company also provides certain support services to TATA AUTOCOMP GOTION GREEN ENERGY SOLUTIONS PRIVATE LIMITED (TATA GOTION) and vice versa. Further there are certain expenses which are cross charged and are recovered Tata Gotion Green Energy Solutions Private Limited (TATA GOTION) and vice versa accordingly.

As per Regulation 23 of Listing Regulations a transaction with a related party shall be considered material, if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees One Thousand Crore or Ten Per Cent of the Annual Consolidated Turnover of the Listed Entity as per the last Audited Financial Statements of the Listed Entity, whichever is lower. All material Related Party Transactions shall require prior approval of the Members.

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

The Members of the Company at the 32nd AGM held on June 09, 2022 approved material RPTs with TATA AUTOCOMP GOTION GREEN ENERGY SOLUTIONS PRIVATE LIMITED (TATA GOTION) for a period of 5 (Five) years w.e.f. June 10, 2022 till June 09, 2027 for an aggregate limit of ₹ 500 Crore p.a. (Excluding Taxes).

Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on May 06, 2024 approved the said limit of ₹ 500 Crore p.a. (plus applicable taxes) for a new period w.e.f. ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 Subject to approval of the Members at the ensuing Annual General (AGM).

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

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said 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 at the ensuing Annual General (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution would be essentially required at this point of time.

The Key details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Regulation and Disclosure Requirements) Regulation 2015 are as below:

Automotive Stampings and Assemblies Limited

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

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

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

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

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

ITEM NO 10: 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 off or Buying, Leasing of Property of any kind to/from TMPVL, Rendering/Availing of any services to/from TMPVL, Warranty Expenses, Sale or Purchase of Fixed Assets to/from TMPVL, any transaction in the nature of Loan/Advance, Guarantee or security from time to time on such terms relating to Interest/Charges thereon including Rollover/Extension of maturity from time to time from TMPVL, any other transaction including transactions related to Rate Revisions, Reimbursement/Recovery of Expenses etc. whether material or otherwise for its various projects. The objective being to serve in a most efficient way and providing just-in-time deliveries. In light of the above, your Company has been dealing through such transactions with the said Related Party.

The Members of the Company through its Postal Ballot dated January 02, 2024 approved material RPTs with TMPVL for a period w.e.f. April 01, 2024 till the ensuing Annual General Meeting (AGM) for an aggregate limit of ₹ 800 Crore p.a. (Excluding Taxes).

Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on May 06, 2024 approved the said limit of ₹ 800 Crore p.a. (plus applicable taxes) for a new period w.e.f. ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 Subject to approval of the members at the ensuing Annual General (AGM).

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

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said 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 at the ensuing Annual General Meeting (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution would be essentially required at this point of time.

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

Automotive Stampings and Assemblies Limited

3. **A summary of the information provided by the management of the listed entity to the audit committee:**
Management communicated to the Audit Committee regarding related party, nature of transaction, tenure of transaction and other necessary information as per regulation.
4. **Justification on proposed transaction is in the interest of the listed entity:** Proposed transaction will result into increase in business of the Company
5. **Transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:** NA
6. **Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction:** NA
7. **Notice period for termination:** Based on various contracts.
8. **Manner of determining the pricing and other commercial terms:** Based on commercial negotiations, on arm's length basis, as far as possible and in tune with market parameters.
9. **Disclosure of interest:** None of the Directors, Key Managerial Personnel or their respective relatives are interested or concerned financially or otherwise in the Resolution.
10. **Duration :** As mentioned in the Resolution.
11. **Monetary value:** Estimated values as mentioned in the Resolution.
12. **Nature, material terms and particulars of the arrangement:**

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

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

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

The Board recommends an Ordinary Resolution set out at Item No.10 of the Notice for approval by the Members of the Company.

ITEM NO 11: 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 off 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.

The Members of the Company through its Postal Ballot dated January 02, 2024 approved material RPTs with TACO AI for a period w.e.f. the date of declaration of Voting Results of the Postal Ballot till the ensuing Annual General Meeting (AGM) for an aggregate limit of ₹ 50 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 May 06, 2024 approved the new limit of ₹150 Crore p.a. (Excluding Taxes) for a new period w.e.f. ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 Subject to approval of the members at the ensuing Annual General (AGM).

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

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said 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 at the ensuing Annual General Meeting (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution would be essentially required at this point of time.

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

Automotive Stampings and Assemblies Limited

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 off 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.11 of the Notice for approval by the Members of the Company.

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

Pursuant to Section 188 and any other applicable provisions of The Companies Act 2013 ("ACT") and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, all Related Party Transactions 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 off or Buying, Leasing of Property of any kind to/from TPEML, Rendering/Availing of Any Services to/from TPEML, Warranty Expenses, Sale or Purchase of Fixed Assets to/from TPEML, any transaction in the nature of Loan/ Advance, Guarantee or Security from time to time on such terms relating to Interest/Charges thereon including Rollover/Extension of maturity from time to time from TPEML, any other transaction including transactions related to Rate Revisions, Reimbursement/Recovery of Expenses etc. whether material or otherwise for its various projects. The objective being to serve in a most efficient way and providing just-in-time deliveries. In light of the above, your Company has been dealing through such transactions with the said related party.

The Members of the Company through its Postal Ballot dated January 02, 2024 approved material RPTs with TPEML for a period w.e.f. the date of declaration of Voting Results of Postal Ballot till the ensuing Annual General Meeting (AGM) for an aggregate limit of ₹ 50 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 May 06, 2024 approved the new limit of ₹150 Crore p.a. (Excluding Taxes) for a new period w.e.f. ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 Subject to approval of the members at the ensuing Annual General (AGM).

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

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said 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 at the ensuing Annual General Meeting (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution would be essentially required at this point of time.

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

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3. **A summary of the information provided by the management of the listed entity to the audit committee:** Management communicated to the Audit Committee regarding related party, nature of transaction, tenure of transaction and other necessary information as per regulation.
4. **Justification on proposed transaction is in the interest of the listed entity:** Proposed transaction will result into increase in business of the Company
5. **Transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:** NA
6. **Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction:** NA
7. **Notice period for termination:** Based on various contracts.
8. **Manner of determining the pricing and other commercial terms:** Based on commercial negotiations, on arm's length basis, as far as possible and in tune with market parameters.
9. **Disclosure of interest:** None of the Directors, Key Managerial Personnel or their respective relatives are interested or concerned financially or otherwise in the Resolution.
10. **Duration :** As mentioned in the Resolution.
11. **Monetary value:** Estimated values as mentioned in the Resolution.
12. **Nature, material terms and particulars of the arrangement:**

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

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

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

The Board recommends an Ordinary Resolution set out at Item No.12 of the Notice for approval by the Members of the Company

ITEM NO 13: 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 off 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.

The Members of the Company through its Postal Ballot dated January 02, 2024 approved material RPTs with TPL for a period w.e.f. the date of declaration of Voting Results of Postal Ballot till the ensuing Annual General Meeting (AGM) for an aggregate limit of ₹ 50 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 May 06, 2024 approved the new limit of ₹ 150 Crore p.a. (Excluding Taxes) for a new period w.e.f. ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 Subject to approval of the members at the ensuing Annual General (AGM).

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

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said 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 at the ensuing Annual General Meeting (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution would be essentially required at this point of time.

The key details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing 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.

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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 off 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.13 of the Notice for approval by the Members of the Company.

ITEM NO 14: TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH TATA TOYO RADIATOR LIMITED (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 off 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.

The Members of the Company through its Postal Ballot dated January 02, 2024 approved material RPTs with TTR for a period w.e.f. the date of declaration of Voting Results of Postal Ballot till the ensuing Annual General Meeting (AGM) for an aggregate limit of ₹ 50 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 May 06, 2024 approved the new limit of ₹ 150 Crore p.a. (Excluding Taxes) for a new period w.e.f. ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 Subject to approval of the members at the ensuing Annual General (AGM).

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

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said 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 at the ensuing Annual General Meeting (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution would be essentially required at this point of time.

The key details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Regulation and Disclosure Requirements) Regulation 2015 are as below:

- 1. Name of the related party and nature of relationship:** TATA TOYO RADIATOR LIMITED (TTR) Subsidiary Company of Holding Company.
- 2. Applicability of the agreement/arrangement is subject to statutory approval, if any:** Not applicable

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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 LIMITED (TTR)	Sale, Supply/Purchase of Goods, Materials, Tools, Dies, Fixtures etc. to/from TTR.
	Selling or otherwise Disposing off 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.14 of the Notice for approval by the Members of the Company.

ITEM NO 15: 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.

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 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 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.

The Members of the Company through its Postal Ballot dated January 02, 2024 approved material RPTs with TSL for a period w.e.f. the date of declaration of Voting results of Postal Ballot till the ensuing Annual General Meeting (AGM) for an aggregate limit of ₹ 50 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 May 06, 2024 approved the new limit of ₹150 Crore p.a. (Excluding Taxes) for a new period w.e.f. ensuing Annual General Meeting (AGM) till the Annual General Meeting (AGM) for the FY 2024-25 Subject to approval of the members at the ensuing Annual General (AGM).

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

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said 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 at the ensuing Annual General Meeting (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period 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 the Holding Company.

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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.15 of the Notice for approval by the Members of the Company.

ITEM NO 16: 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 (Five) 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 his remuneration.

Further, Members of the Company through Postal Ballot Notice date January 02, 2024 approved Revision in remuneration of Mr. Suhas Dode, manager designated as chief executive officer w.e.f. October 01, 2023.

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 May 06, 2024 has approved revision in remuneration payable to Mr. Suhas Dode w.e.f. April 01, 2024.

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 (including any statutory modification or re-enactment thereof for the time being in force), the revision in remuneration of Mr. Suhas Dode, Manager designated as Chief Executive Officer on the terms and conditions specified above is now being placed before the Members for their approval.

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. 16 of the Notice.

Accordingly, the Board recommends the Special Resolution set out at Item No. 16 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 in 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

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than 17 years and during the year 2023-24 company successfully commenced operations at Two new Plants situated in Sanand (Gujarat and Jamshedpur (Jharkhand).

3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable.
4. **Financial performance based on given indicators, as per published audited financial results for the financial year ended March 31, 2024:**

Particulars	₹ (in Lakhs)
Revenue from Sale of Products/ Services (Net)	88032.69
PAT	2017.01

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

II. Information about the appointee:

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

Particulars	Remark
Annualized salary including Retirement Benefits in the form of contributions to Provident Fund and Superannuation Fund (Based on the last drawn salary)	Please refer Details of Managerial Remuneration for the financial year 2023-24 in Corporate Governance report

- 3) **Recognition or Awards:** NA

4) Job Profile and his suitability:

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

5) Remuneration proposed:

Particulars	₹ Amount (p.a.)
Basic Salary	13,53,233/-
Incentive Remuneration	10,14,925/- (100 %) and which can go up to 200%
Perquisites & Allowance	53,95,432/-
Minimum Remuneration in case of inadequacy of profits during any financial year	Salary, incentive remuneration and perquisites and allowances as mentioned above.

The increments may be decided by the Board and /or 'Nomination and Remuneration Committee' from time to time provided that the monthly basic salary does not exceed ₹ 3,00,000/- 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 2023-24. The Profit before exceptional item and tax is ₹ 2017.01 Lakh in FY 2022-23 against ₹ 832.53 Lakh in FY 2023-24. 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 6.3% compared with earlier year sale. In spite of consecutive losses of the previous years, Company has improved operational efficiencies in terms of Prudent Product Mix, Material Cost Savings, Labour Productivity, Original Equipment Efficiency and EBITDA Savings.

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

Expected increase in productivity and profits in measurable terms:

During the financial year ended March 31, 2024 the Company has made profits amounting ₹ 2017.01 Lakh. Further steps have been taken to improve operating efficiencies and controlling costs, alongside working on improvements in processes, controls and improve the financial performance of the Company.

IV Disclosures

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

Date of Birth and Age	June 04, 1972 (Age: 53 years)
Date of first appointment	w.e.f. May 1, 2023 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

Automotive Stampings and Assemblies Limited

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 2023-24) and sought to be paid, if applicable	Please refer Details of Managerial Remuneration for the Financial Year 2023-24 in Corporate Governance Report. Remuneration sought to be paid: As per resolution
Number 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 March 31, 2024 (excluding foreign and Section 8 Companies)	NIL
Chairmanship/Membership of specified Committees* of the Boards of above Companies as on March 31, 2024	NIL
Number of shares held in the Company: (a) Own (b) For other persons on a beneficial Basis	NIL

