

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Fifteenth Annual General Meeting of the Company will be held on Wednesday, August 5, 2020, at IST 1.00 pm through Video Conference (VC). The deemed venue of the meeting shall be the Registered office of the Company at TACO House, Damle Path, Off Law College Road, Erandwane, Pune 411 004 to transact the following business:

ORDINARY BUSINESS

1. *To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon.*

“RESOLVED THAT the Audited Statement of Profit and Loss for the financial year ended on March 31, 2020 and Balance Sheet as on that date together with Auditor’s Report and Directors’ Report thereon placed before the meeting be and are hereby approved and adopted.”

SPECIAL BUSINESS

2. *To ratify the remuneration payable to M/s Harshad S. Deshpande & Associates, Cost Auditors of the Company for the cost audit to be conducted for financial year 2020-21 and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 60,000/- plus taxes, travel and actual out-of-pocket expenses incurred in connection with the audit, payable to M/s. M/s Harshad S. Deshpande & Associates, Cost Auditors, who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year 2020-21.”

3. *To appoint Mr. Ichiro Murata as Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT Mr. Ichiro Murata (DIN 08806418), who was appointed as Additional Director by the Board of Directors with effect from July 29, 2020 under Section 161 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary be and are hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**By Order of the Board of Directors
For Tata AutoComp GY Batteries Private Limited**

Registered Office:
TACO House, Damle Path, Off Law College Road,
Erandwane, Pune 411 004
CIN: U31300PN2005PTC021394
Tel: 02138-672400
Fax: 02138-672499
Website: www.tatagreenbattery.com
Email: Namrata.sanghavi@tatagreenbattery.com
Date: July 29, 2020

Namrata Sanghavi
Company Secretary
M. No.: A24564

NOTES :

- (a) In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” read with General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020 in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19” (collectively referred to as “MCA Circulars”). In compliance with the provisions of the Companies Act, 2013 (“Act”), and MCA Circulars, the AGM of the Company is being held through VC / OAVM on Wednesday, August 5, 2020 at 1.00 p.m. (IST). The deemed venue for the 15th AGM will be TACO House, Damle Path, Off Law College Road, Erandwane, Pune 411 004.
- (b) **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
- (c) Members of the Company are encouraged to attend and vote at the 15th AGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC or OAVM are requested to send a certified copy of the Board Resolution / Authorisation Letter to the Company Secretary.
- (d) The attendance of the Members attending the AGM through VC/OAVM will be counted for reckoning the quorum under Section 103 of the Act.
- (e) As per the provisions of Clause 3.A.III. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 2 & 3 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forming part of this Notice.
- (f) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 2 & 3 is annexed hereto and forms part of this notice.
- (g) The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- (h) In line with the MCA Circular dated May 5, 2020, the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. The Notice convening the 15th AGM has been uploaded on the website of the Company at www.tatagreenbattery.com
- (i) Members who wish to inspect the relevant documents referred to in the Notice can send an email to namrata.sanghavi@tatagreenbattery.com up to date of this Meeting.

- (j) Members may attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate JOIN MEETING tab. By Clicking on JOIN MEETING, they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step, provide the required details, and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
- (k) In case of Android/Iphone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
- (l) Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
- (m) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (n) The helpline number for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation, which will be sent to the eligible applicants.

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE
COMPANIES ACT, 2013**

Item No. 2

Based on recommendation from Audit Committee of the Company, the Board of Directors has appointed M/s Harshad Deshpande & Associates, Cost Accountants, Pune, as cost auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2020-21 on an annual remuneration of Rs. 60,000/-. Pursuant to the provisions of the Section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014 and amendment thereof, consent of the members is sought for passing an ordinary resolution as set out at item no. 3 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2020-21.

None of the Directors, key managerial persons or their relatives is interested party in the resolution.

Item No. 3

Mr. Ichiro Murata (DIN 08806418) was appointed as Additional Director of the Company with effect from July 29, 2020. Pursuant to Section 161 of the Companies Act, 2013, read with Article 83 of the Articles of Association of the Company, Mr. Ichiro Murata holds office up to the conclusion of this Annual General Meeting.

The Board recommends the resolution for approval of the members.

None of the Directors, key managerial persons or their relatives is interested party in the resolution except from Mr. Ichiro Murata.

By Order of the Board
For Tata Autocomp GY Batteries Private Limited

Place : Pune
Date : July 29, 2020

Namrata Sanghavi
Company Secretary
M. No.: A24564