

## NOTICE

Notice is hereby given that the Twelfth Annual General Meeting of the Company will be held on Friday, June 23, 2017 at 11.00 am at 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 Balance Sheet of the Company as at March 31, 2017 and the Profit and Loss Account for the year ended on that date with the Reports of the Auditors and Directors thereon.
2. To appoint M/s BSR & Co., LLP, as Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the Sixteenth Annual General Meeting, subject to ratification of their appointment at every Annual General Meeting and to fix their remuneration.

### **SPECIAL BUSINESS**

3. *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 2017-18 and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:*

“RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules thereunder as amended from time to time, M/s Harshad Deshpande & Associates, Cost Accountants, Pune, Firm Registration No. 00378, the Cost Auditors appointed by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year 2017-18 at an annual remuneration upto Rs. 60,000/- (Rupees Sixty Thousand only) plus reimbursement of out of pocket expenses and applicable taxes be and is hereby ratified.”

4. *To appoint Mr. Tsuyoshi Kameda 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. Tsuyoshi Kameda (DIN 07602963), who was appointed as Additional Director by the Board of Directors with effect from September 1, 2016 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 be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

5. *To appoint Mr. Arvind Kumar Singh 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. Arvind Kumar Singh (DIN 00003597), who was appointed as Additional Director by the Board of Directors with effect from March 3, 2017 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 be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

6. *To appoint Mr. Milind Shahane 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. Milind Shahane (DIN 03291774), who was appointed as Additional Director by the Board of Directors with effect from March 3, 2017 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 be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

7. *To appoint Mr. Akio Furukawa 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. Akio Furukawa (DIN 07803641), who was appointed as Additional Director by the Board of Directors with effect from April 27, 2017 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 be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

8. *To consider and if deemed fit, to pass with or without modification, the following resolution as a **Special Resolution**:*

Contribution to various *bona fide* and charitable funds etc

“RESOLVED THAT in supersession of the past authorisation and pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013, consent of the members be and is hereby accorded for contribution to various *bona fide* and charitable funds and community development activities up to Rs. 10,00,000/- per annum in aggregate to various governmental and non-government organizations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make contributions or donations for the purpose stated above, within the monetary limit of Rs. 10,00,000/- per annum and to authorize any persons to give effect to this resolution.”

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

Place : Pune  
Date : June 19, 2017

Namrata Sanghavi  
Company Secretary  
M. No.: A24564

**NOTES :**

- (a) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER.** PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.
- (b) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 3, 4, 5, 6, 7 and 8 is annexed hereto and forms part of this notice.
- (c) Documents referred to in notice and explanatory statement are open for inspection at the Registered Office of the Company on all working days, except holidays, between 11:00 a.m. to 1:00 p.m. upto the date of Annual General Meeting.
- (d) Members desirous of getting any information on Accounts or other items of Notice are requested to forward their queries to the Company at least ten working days prior to the date of Annual General Meeting so as to enable the management to keep the information ready.
- (e) Corporate members intending to send their authorised representatives are requested to send a duly certified copy of the Board resolution authorising their representatives to attend and vote at the Annual General Meeting.

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

**Item No. 3**

It is proposed appointment of 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 2017-18 on an annual remuneration upto Rs. 60,000/- (Rupees Sixty Thousand only) plus reimbursement of out of pocket expenses and applicable taxes. 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 2017-18.

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

**Item no. 4**

Mr. Tsuyoshi Kameda (DIN 07602963) was appointed as Additional Director of the Company on September 1, 2016. Pursuant to Section 161 of the Companies Act, 2013, read with Article 83 of the Articles of Association of the Company, Mr. Tsuyoshi Kameda 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 in the resolution except from Mr. Tsuyoshi Kameda.

**Item no. 5**

Mr. Arvind Kumar Singh (DIN 00003597) was appointed as Additional Director of the Company on March 3, 2017. Pursuant to Section 161 of the Companies Act, 2013, read with Article 83 of the Articles of Association of the Company, Mr. Arvind Kumar Singh 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 in the resolution except from Mr. Arvind Kumar Singh.

**Item no. 6**

Mr. Milind Shahane (DIN 03291774) was appointed as Additional Director of the Company on March 3, 2017. Pursuant to Section 161 of the Companies Act, 2013, read with Article 83 of the Articles of Association of the Company, Mr. Milind Shahane 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 in the resolution except from Mr. Milind Shahane.

**Item no. 7**

Mr. Akio Furukawa (DIN 07803641) was appointed as Additional Director of the Company on April 27, 2017. Pursuant to Section 161 of the Companies Act, 2013, read with Article 83 of the Articles of Association of the Company, Mr. Akio Furukawa 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 in the resolution except from Mr. Akio Furukawa.

**Item No. 8**

Pursuant to the provisions of Section 181 of the Act, approval of the members is necessary for any contribution to charitable and community development activity if such contribution in a financial year exceeds the limits prescribed in the Section.

The approval of the members is therefore sought for an annual contribution of an amount up to Rs. 10,00,000/- (Rupees Ten Lac Only) during the F.Y. 2017-18.

The Board recommends the resolution for approval of the members.

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

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

Place : Pune  
Date : June 19, 2017

Namrata Sanghavi  
Company Secretary  
M. No.: A24564