

SHORT NOTICE

Short Notice is hereby given that an Extra-Ordinary General Meeting of the Company will be held on March 07, 2023, at 10.00 AM (IST) 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:

SPECIAL BUSINESS:

1. TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorized Share Capital of the Company be and is hereby increased from existing Rs. 2,215,000,000/- divided into 207,500,000 equity shares of Rs.10/- each and 14,000,000 8% Redeemable Cumulative Preference shares of Rs. 10/- each to Rs. 2,765,000,000/- divided into 262,500,000 equity shares of Rs.10/- each and 14,000,000 8% Redeemable Cumulative Preference shares of Rs. 10/- each by the creation of additional 55,000,000 (Five Crore and Fifty Lakhs) Equity Shares of Rs. 10/- each ranking pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, Mr. Rama Shankar Pandey, Chief Executive Officer, Mr. Santosh Kumar Singh, Chief Financial Officer and Mr. Niraj Tripathi, Company Secretary, be and are hereby severally authorized to take the necessary steps and to do all such acts, things and deeds as may be expedient in this regard to give effect to this resolution."

2. TO CONSIDER AND APPROVE ALTERATION IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new clause.

V. The Authorized Share Capital of the Company is Rs. 2,76,50,00,000/- (Rupees Two Hundred and Seventy Six Crores Fifty Lakh only) divided into 26,25,00,000 (Twenty-Six Crore Twenty-Five Lakh) equity shares of Rs.10/- (Rupees Ten Only) each and 1,40,00,000 (One Crore Forty Lakh) 8% Redeemable Cumulative Preference shares of Rs.10/- (Rupees Ten Only) each with the rights, privileges and conditions attaching thereto with power to vary, modify or abrogate such rights privileges and conditions as may be provided by the Articles of Association of the Company for the time being. The Company has the power to increase and to reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to vary, modify rights and privileges attached thereto."

RESOLVED FURTHER THAT the Memorandum of Association be amended and a new set of Memorandum of Association of the Company be adopted to give effect to this resolution.

TATA AUTOCOMP GY BATTERIES PRIVATE LIMITED

Registered Office: TACO House, Damle Path, Off Law College Road, Erandwane, Pune -411 004

Tel: 020-66085000 Website: www.tatagreenbattery.com; Email:

Corporate Identity Number: U31300PN2005PTC021394



RESOLVED FURTHER THAT the Board of Directors of the Company, Mr. Rama Shankar Pandey, Chief Executive Officer, Mr. Santosh Kumar Singh, Chief Financial Officer and Mr. Niraj Tripathi, Company Secretary, be and are hereby severally authorized to take the necessary steps and to do all such acts, things and deeds as may be expedient in this regard to give effect to this resolution.”

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

Place: Pune
Date: March 03, 2023

Niraj Tripathi
Company Secretary
M. No.: A51381

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NOTES :

- (a) The matters in the notice are unavoidable hence EGM is being called at shorter notice.
- (b) The Ministry of Corporate Affairs ('MCA') vide its General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No. 3/2022 dated May 5, 2022, and No. 11/2022 dated December 28, 2022, issued by Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') have permitted the holding of EGM by companies through VC/OAVM during the Calendar Year 2021, 2022 and upto September 30, 2023, without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), and MCA Circulars the EGM of the Company is being conducted through VC/OAVM. The facility to appoint a proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM.
- (c) The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- (d) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- (e) The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of items no. 1 & 2 is annexed hereto.
- (f) Members may attend the EGM, by following the invitation link sent to their registered email ID. Members will be able to locate the 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 Meeting. Members are encouraged to join the Meeting through Laptops for a better experience.
- (g) In case of an 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.
- (h) 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.
- (i) Please note that Participants Connecting from Mobile Devices or Tablets or through laptops connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuations in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (j) 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.
- (k) Members desirous of getting any information on any items of Notice are requested to forward their queries to the Company in advance so as to enable the management to keep the information ready.
- (l) Corporate members intending to send their authorised representatives are requested to send a duly certified copy of the Board resolution / Authorisation Letter authorising their representatives to attend and vote at the Meeting.

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Annexure

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

Item No. 1: TO INCREASE THE AUTHORISED SHARE CAPITAL

To meet the business requirements of the Company, the Company is in urgent need of equity infusion. Therefore, it is proposed to further raise the capital. However, the paid-up equity capital of the company has already reached at par with the Authorised Share Capital of the Company; in order to issue further shares to the Shareholders, the Company must first increase its authorized share capital.

Hence the Board of Directors of the Company, vide resolution dated March 03, 2023, has proposed to increase the authorized share capital of the Company. Pursuant to Sections 61(1) and 64(1)(a) of the Companies Act, 2013, the shareholders of the Company must accord their consent to the proposed increase in the authorized share capital. The Board, therefore, seeks approval for the same.

None of the Directors or their relatives is interested in the resolution.

Item no. 2: TO ALTER THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

In order to reflect the increase authorised share capital of the Company, and in order to confirm to the requirements of the Companies Act, 2013, Clause V(a) of the Memorandum of Association of the Company must be amended.

As per section 13 of the Companies Act, 2013, the alteration of the Memorandum of Association of the company requires the approval of shareholders. The Board now sees the approval of shareholders for the same.

None of the Directors or their relatives is interested in the resolution.

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

Place: Pune
Date: March 03, 2023

Niraj Tripathi
Company Secretary
M. No.: A51381