

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 18th Annual General Meeting of the Company will be held on May 25, 2023, at IST 10.00 am 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, 2023 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, 2023, 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 the financial year 2023-24 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. 80,000/- plus taxes, travel and actual out-of-pocket expenses incurred in connection with the audit, payable to 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 2023-24.

RESOLVED FURTHER THAT Mr. Sureshnarayanan Sundaresan, Director, Mr. Goro Iwami, Director, Mr. Rama Shankar Pandey, Chief Executive Officer, Mr. Sunil Kumar Lahoti, Chief Financial Officer and Mr. Niraj Tripathi, Company Secretary be and are hereby severally authorised to do all such acts, deeds, things as required to implement this Resolution.”

3. *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 October 1, 2022, under Section 161 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.”

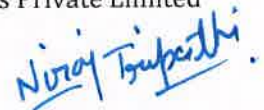
“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and is hereby severally authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

4. To appoint Mr. Sureshnarayanan Sundaresan 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. Sureshnarayanan Sundaresan (DIN 09769296), who was appointed as Additional Director by the Board of Directors with effect from November 09, 2022, 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 and Company Secretary of the Company be and is hereby severally 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



Niraj Tripathi
Company
Secretary
M. No.: A51381

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: Niraj.tripathi@tatagreenbattery.com
Date: May 02, 2023

NOTES :

- (a) 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 AGM 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 AGM of the Company is being conducted through VC/OAVM. The facility to appoint a proxy to attend and cast votes for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM. The deemed venue for the 18th 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 18th 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) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 2 is annexed hereto and forms part of this notice.
- (f) 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.
- (g) In line with the MCA Circulars, the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. The Notice convening the 18th AGM has been uploaded on the website of the Company at www.tatagreenbattery.com
- (h) Members who wish to inspect the relevant documents referred to in the Notice can send an email to Niraj.tripathi@tatagreenbattery.com up to date of this Meeting.
- (i) Members will 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.

- (j) 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.
- (k) 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.
- (l) 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.
- (m) 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 a recommendation from the 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 2023-24 on an annual remuneration of Rs. 80,000/- 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. 2 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2023-24.

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

Item no. 3

Mr. Tsuyoshi Kameda (DIN 07602963), was appointed as the Additional Director of the Company on October 1, 2022. 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 Mr. Tsuyoshi Kameda.

Item no. 4

Mr. Sureshnarayanan Sundaresan (DIN 09769296), was appointed as the Additional Director of the Company on November 09, 2022. Pursuant to Section 161 of the Companies Act, 2013, read with Article 83 of the Articles of Association of the Company, Mr. Sureshnarayanan Sundaresan, 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 Mr. Sureshnarayanan Sundaresan.

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



Niraj Tripathi
Company Secretary
M. No.: A51381

Place : Pune
Date : May 2, 2023