

**NOTICE OF THE ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 19<sup>TH</sup> ANNUAL GENERAL MEETING OF TATA AUTOCOMP GY BATTERIES PRIVATE LIMITED WILL BE HELD ON FRIDAY, MAY 31, 2024, AT IST 10.00 AM THROUGH VIDEO CONFERENCE (VC), AT 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:

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**ORDINARY BUSINESS**

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.**

**“RESOLVED THAT** Balance Sheet as on March 31, 2024, the Audited Profit and Loss account for the financial year ended on March 31, 2024, and cash flow statement together with notes thereon and 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 (FRN 00378) FOR THE COST AUDIT TO BE CONDUCTED FOR THE FINANCIAL YEAR 2024-25 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 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) the Company hereby ratifies the remuneration of Rs. 80,000/- excluding taxes and actual out-of-pocket expenses incurred in connection with the audit, payable to M/s. Harshad S. Deshpande & Associates, Cost Auditors, (FRN 00378) who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year 2024-25.

**RESOLVED FURTHER THAT** Mr. Sureshnarayanan Sundaresan, Director, Mr. Goro Iwami, Director, 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, matters and things as required to implement this Resolution.”

3. **TO APPOINT MR. KOJIRO SHIBATA 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** pursuant to Section 152 and other applicable sections of Companies Act 2013, read with rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Mr. Kojiro Shibata (DIN 10452144), who was appointed as Additional Director by the Board of Directors with effect from January 1, 2024, under Section 161 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.”



**TATA AUTOCOMP GY BATTERIES PRIVATE LIMITED**

Corporate Identity Number: U31300PN2005PTC021394

Plant Plot No C 2 MIDC Ranjangaon Tal Shirur Dist Pune 412 220

Tel 91 2138 672 400 Fax 91 2138 672499 website www.tatagreenbattery.com

Registered Office TACO House Damle Path Off Law College Road Erandwane Pune 411004 India

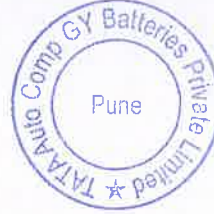
**“RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**4. TO APPOINT MR. GAURAB CHAUDHURY (DIN 10499280), 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** pursuant to Section 152 and other applicable sections of Companies Act 2013, read with rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Mr. Gaurab Chaudhury (DIN 10499280), who was appointed as Additional Director by the Board of Directors with effect from February 28, 2024, 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 such acts, deeds, matters and things 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*

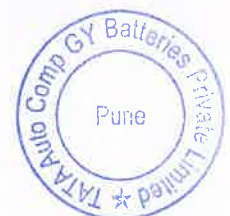
Niraj Tripathi  
Company Secretary  
M. No.: A51381

Registered Office:  
TACO House, Damle Path, Off Law College Road,  
Erandwane, Pune 411 004  
CIN: U31300PN2005PTC021394  
Tel: 02138-672400  
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Website: [www.tatagreenbattery.com](http://www.tatagreenbattery.com)  
Email: [Niraj.tripathi@tatagreenbattery.com](mailto:Niraj.tripathi@tatagreenbattery.com)

Date: May 07, 2024

**NOTES :**

- I. 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, GC No. 11/2022 dated December 28, 2022, and GC No. 09/2023 dated September 25, 2023 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, 2023 and upto September 30, 2024, without the physical presence of the Members.
- II. 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 19<sup>th</sup> AGM will be TACO House, Damle Path, Off Law College Road, Erandwane, Pune 411 004.
- III. 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.
- IV. Members of the Company are encouraged to attend and vote at the 19<sup>th</sup> AGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives pursuant to Sections 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.
- V. The attendance of the Members attending the AGM through VC/OAVM will be counted for reckoning the quorum under Section 103 of the Act.
- VI. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 2 to 4 is annexed hereto and forms part of this notice.
- VII. 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.
- VIII. In line with the MCA Circulars, the Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. The Notice convening the 19<sup>th</sup> AGM has been uploaded on the website of the Company at [www.tatagreenbattery.com](http://www.tatagreenbattery.com).
- IX. Members who wish to inspect the relevant documents referred to in the Notice can send an email to [Niraj.tripathi@tatagreenbattery.com](mailto:Niraj.tripathi@tatagreenbattery.com) up to date of this Meeting.



- X. 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.
- XI. 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.
- XII. 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.
- XIII. 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.
- XIV. 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, FRN ..... as cost auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2024-25 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 2024-25.

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

**Item no. 3**

Mr. Kojiro Shibata (DIN 10452144), was appointed as the Additional Director of the Company on January 1, 2024. Pursuant to Section 161 of the Companies Act, 2013, read with Article 83 of the Articles of Association of the Company, Mr. Kojiro Shibata (DIN 10452144), 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 except Mr. Kojiro Shibata are interested in the resolution.

A brief profile of Mr. Kojiro Shibata seeking regularisation at the forthcoming Annual General Meeting given below:

*Mr. Kojiro Shibata is Graduated from Kansai University with Faculty of Economics in March 1997. He has total experience of more than 26 years. He has worked with various Yuasa Group companies like GS Yuasa International Limited, Inci GS Yuasa Aku San. Ve. Tic.A.S.(Izmir, TURKEY), Yuasa Battery Inc. (PA USA), etc in various departments.*

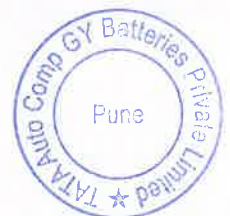
**Item no. 4**

Mr. Gaurab Chaudhury (DIN 10499280), was appointed as the Additional Director of the Company on February 28, 2024. Pursuant to Section 161 of the Companies Act, 2013, read with Article 83 of the Articles of Association of the Company, Mr. Gaurab Chaudhury, 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 except Mr. Gaurab Chaudhury is interested in the resolution.

A brief profile of Mr. Gaurab Chaudhury seeking regularisation at the forthcoming Annual General Meeting is given below:



*Mr. Gaurab Chaudhary earned a BE in Mechanical Engineering from the National Institute of Technology Durgapur and an MBA in Finance from IIM Kolkata. He is a finance and strategy specialist with over 18 years of experience, having worked with a variety of organizations including Bank of America Merrill Lynch, Goldman Sachs, Tata Sons Private Limited, and Tata AIA Life Insurance. He is presently the Group CFO of Tata AutoComp Systems Ltd.*

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

Place : Pune  
Date : May 07, 2024



*Niraj Tripathi*  
Niraj Tripathi  
Company Secretary  
M. No.: A51381