



NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SIXTH ANNUAL GENERAL MEETING OF TATA AUTOCOMP SYSTEMS LIMITED WILL BE HELD ON FRIDAY, JUNE 17, 2022, AT 03.30 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) AT DEEMED VENUE AT THE REGISTERED OFFICE OF THE COMPANY AT TACO HOUSE, DAMLE PATH, OFF LAW COLLEGE ROAD, PUNE 411004 TO TRANSACT THE FOLLOWING BUSINESS AT A SHORTER NOTICE:

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone Financial Statements of the Company for the year ended March 31, 2022 together with Report of the Directors and Auditors thereon.
2. To receive, consider and adopt the Consolidated Financial Statements of the Company for the year ended March 31, 2022 together with Report of the Auditors thereon.
3. To declare final dividend on Equity shares.
4. To appoint a Director in place of Mr. Ankur Verma (DIN- 07972892) who retires by rotation and being eligible offers himself for re-appointment.
5. To reappoint M/s. B S R & Co. LLP (FRN 101248W / W-100022) as the Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting until conclusion of 31st Annual General Meeting to be held in the financial year 2027-28 (for FY 2026-27) and fix their remuneration and in this connection to consider and if though fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013, rules made thereunder and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s. B S R & Co. LLP, Chartered Accountants, (Firm Registration No. 101248W / W-100022) be and are hereby re-appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting (26th AGM) to hold such office for a period of 5 (Five) consecutive Financial years till the conclusion of the Annual General Meeting (31st AGM) to be held in the financial year 2027-28 (for FY 2026-27) at such remuneration as shall be fixed by the Board of Directors of the Company or any committee thereof.

SPECIAL BUSINESS

6. **To ratify remuneration payable to M/s. Harshad S. Deshpande & Associates, Cost Auditors of the Company for the cost audit to be conducted for financial year 2022-23.**

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

“RESOLVED THAT pursuant to provisions of section 148 and any other provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, (including

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TATA AUTOCOMP SYSTEMS LIMITED

CIN: U34100PN1995PLC158999

Registered Office: TACO House, Plot No 20/B FPN085, VG Damle Path Off Law College Road, Erandwana Pune 411 004 India

Tel: 91 20 66085000 Fax: 91 20 6608 5034 email: contact@tataautocomp.com website: www.tataautocomp.com



remuneration to Mr. Arvind Hari Goel as may be permissible under Schedule V of the Companies Act, 2013 (as may be amended from time to time) or by way of any Government guidelines or instructions, the intention being that no further approval of the Company shall be required so long as remuneration of the Managing Director is not in excess of the maximum permissible limits under relevant laws, salary scale, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution.”

By order of the Board
For Tata AutoComp Systems Limited

Sd/-
Ashish Boradkar
Company Secretary
(M. No.: A15036)

Date : April 28, 2022
Place : Pune



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, General Circular No. 02/2021 dated January 13, 2021 and General Circular No. 21/2021 dated December 14, 2021 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") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. 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 Friday, June 17, 2022, at 03.30 PM (IST). The deemed venue for the 26th AGM will be TACO House, Plot No- 20/B FPN085, V.G. Damle Path, Off Law College Road, Erandwane, Pune: 411004, Maharashtra, India
- (b) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business as set out above is annexed hereto.
- (c) 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.
- (d) Corporate members intending to appoint their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- (e) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to the Company.
- (f) Members desirous of receiving any information on Accounts or other items of Notice are requested to forward their queries to the Company so as to enable the management to keep the information ready.
- (g) Electronic copy of the relevant documents referred to in the AGM Notice and Explanatory Statement will be made available through email for inspection by Members, if so desired. Electronic copies of necessary statutory registers and auditors report/certificates will be available for inspection by the members at the time of AGM.
- (h) Members who wish to inspect the relevant documents referred above and in the Notice can send an email to Ashish.Boradkar@tataautocomp.com up to date of this AGM.
- (i) The attendance of the Members attending the AGM through VC/OAVM will be counted for reckoning the quorum under Section 103 of the Act.
- (j) As per the provisions of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business is considered to be unavoidable by the Board and hence, forming part of this Notice.
- (k) 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.
- (l) 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, provide the required details, and Join the Meeting. Members are encouraged to join the Meeting through Laptops/desktops for better experience.

- (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.
- (o) In line with the MCA Circular dated May 5, 2020, the Notice of the AGM along with the Annual Report of 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. The Notice convening the 26th AGM has been uploaded on the website of the Company at www.tataautocomp.com



ANNEXURE TO NOTICE

Explanatory Statement

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the business mentioned above to the Notice.

Item No. 4

The profile of Directors who shall be retiring by rotation and eligible for re-appointment is as given below:

Profile of Mr. Ankur Verma

Brief Profile of Mr. Ankur Verma is given hereunder:

Mr. Ankur Verma, a B.E. in Mechanical Engineering and PGDM from IIM, Calcutta has around 20 years of experience in Investment Banking, Capital Markets and Corporate Strategy. At present, Mr. Verma is Senior Vice President at Tata Sons Private Limited, where he has responsibilities in strategy, corporate finance and mergers and acquisitions. Mr. Ankur Verma is a Director on the Board of several Tata Group companies. Previously, Mr. Verma was Managing Director (Investment Banking Division) in Bank of America Merrill Lynch and prior to that he was in Infosys Technologies Limited - Corporate Planning Group.

No other Directors and Key Managerial Personnel or their relatives other than Mr. Ankur Verma are concerned or interested in the said Resolution.

The Board recommends the resolution set forth in Item No. 4 of the accompanying notice for approval of the members as Ordinary Resolution.

Necessary information as per Secretarial Standard on General Meetings has been provided in Annexure I.

Item No. 5

This Explanatory Statement for Item No. 5 is provided though strictly not required as per Section 102 of the Act.

B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) have been the Auditors of the Company.

BSR & CO. LLP are eligible for reappointment.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on April 28, 2022, proposed the appointment of B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) as the Statutory Auditors of the Company for a period of consecutive 5 years till the conclusion of the Annual General Meeting (31st AGM) of the Company to be held in the financial year 2027-28 (for FY 2026-27)

B S R & Co. LLP have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.