

Automotive Stampings and Assemblies Limited

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting (AGM) of the Members of Automotive Stampings and Assemblies Limited will be held on Friday, the 28th day of July, 2017 at 9.30 a.m. at Moolgaokar Auditorium, Ground Floor, A Wing, MCCIA Trade Tower, International Convention Centre, Senapati Bapat Road, Pune 411 016 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, 2017 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ajay Tandon (DIN: 00128667) who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), B S R & Co. LLP, Chartered Accountants, Pune (Firm Registration No.: 101248W/W-100022) be and are hereby appointed as Statutory Auditors of the Company in place of the retiring Statutory Auditors Price Waterhouse, Chartered Accountants, Pune (Registration No.: 301112E) to hold office from the conclusion of this 27th AGM from FY 2017-18 for a period of 5 (five) consecutive Financial years till the conclusion of the 32nd AGM to be held in the FY 2022-23, (subject to ratification by the Members at every AGM, if so required under the Act), at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the audit as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. Appointment of Mr. Ramnath Mukhija (DIN: 00001653) as an Independent Director

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

"RESOLVED THAT Mr. Ramnath Mukhija (DIN:00001653), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 10, 2017 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 ('the Act') and Article 37 of the Articles of Association of the Company, but who is eligible for appointment as Director and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company. RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, appointment of Mr. Ramnath Mukhija, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as an Independent Director of the Company, not liable to retire by rotation, to hold office with effect from March 10, 2017 up to February 4, 2019, be and is hereby approved."

5. Appointment of Mr. Harish Pathak (DIN: 02426760) as a Director

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

“RESOLVED THAT Mr. Harish Pathak (DIN: 02426760), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 10, 2017 and who holds office upto the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 (‘the Act’) and Article 37 of the Articles of Association of the Company, but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

6. Appointment of Mr. Bhartkumar Parekh (DIN: 01521346) as a Director

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

“RESOLVED THAT Mr. Bhartkumar Parekh (DIN: 01521346), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 10, 2017 and who holds office upto the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 (‘the Act’) and Article 37 of the Articles of Association of the Company, but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

7. Appointment of Mr. Prashant Mahindrakar as a Manager designated as Chief Executive Officer

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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the approval of Members be and is hereby accorded to the appointment of Mr. Prashant Mahindrakar, as a “Manager” under Section 196 of the Act, designated as the ‘Chief Executive Officer’ of the Company (hereinafter referred to as the “appointee”) and his remuneration for a period of 3 years from January 15, 2017 to January 14, 2020 upon the terms and conditions as set out below and as mentioned in the agreement entered into in this behalf with him, with authority to the Board of Directors and/ or Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and /or the Agreement in such manner as may be agreed from time to time between the Board of Directors and the appointee:-

Remuneration:

- a. Basic Salary: In the scale of basic salary of ₹ 1,00,000/- to ₹ 1,80,000/- per month with authority to the Board and/or Nomination and Remuneration Committee to fix his salary within the above scale from time to time, current basic salary being ₹ 1,12,400/- per month. The increments may be decided by the Board and/or Nomination and Remuneration Committee from time to time subject however, upto an amount not exceeding ₹ 1,80,000/- per month.

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- b. Incentive Remuneration: Upto 200 % of basic salary to be paid at the discretion of the Board and/or Nomination and Remuneration Committee and based on agreed performance criteria.
- c. Perquisites and allowances: The appointee shall be entitled to the perquisites and allowances as per the Company Rules in addition to the salary and incentive remuneration. Such perquisites and allowances shall be subject to a maximum of 300% of his annual basic salary earned in a financial year under the following criteria:
- In arriving at the value of the perquisites insofar as there exists a provision for valuation of perquisites under the Income Tax Rules, the value shall be determined on the basis of Income Tax Rules in force from time to time. In the absence of any such Rules, Perquisites and allowances shall be determined at actual cost incurred by the Company in providing such perquisites and allowances.
 - Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund (subject to tax), to the extent these either singly or together are not taxable under the Income Tax Act, Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

In particular, the following perquisites and allowances are currently allowed to the appointee: -

A) Allowances: -

- Executive Allowance ₹ 44,960/- per month (or any other Allowance paid as per the Company Rules)
- Driver Allowance ₹ 12,000/- per month
- Car allowance ₹ 16,500/- per month
- Fuel and Maintenance allowance ₹ 12,000/- per month
- Personal Pay ₹ 56,600/- per month

B) Perquisites: -

- i) Housing: The Company will provide hired unfurnished accommodation; or where no accommodation is provided by the Company, then House Rent Allowance shall be paid. The Rent for the accommodation and/or House Rent Allowance shall be subject to a ceiling of an amount equal to 70% of basic salary of the appointee.
- ii) Medical Reimbursement: Expenditure incurred by the appointee and his family on domiciliary medical treatment shall be reimbursed, subject to a ceiling of one month's basic salary in a year. The amount may be paid as a Medical Allowance on a monthly basis, subject to a ceiling of one month's salary in a year as per the rules of the Company. Assistance for actual medical expenses in the event of hospitalization, incurred for self, family shall be as per the rules of the Company.
- iii) Leave and Leave Travel Concession: Leave on full salary and encashment of unavailed balance during the tenure shall be as per the Rules of the Company. The Leave Travel Allowance may be paid by way of a monthly / annual allowance subject to a ceiling of one month's salary in a year as per the rules of the Company.

- iv) Insurance: The appointee shall be eligible for the benefit of Group Mediciam Insurance and Group Personal Accident Insurance Policies taken out as per the rules of the Company.
- v) Other benefits / amenities like sale assets, if any at concessional rate after the specified period, cash allowance in lieu of certain amenities / benefits, etc., shall be as per the rules of the Company.
- vi) Contributions to Provident Fund, Superannuation Fund or Annuity Fund shall be as per the rules of the Company.
- vii) Gratuity and encashment of leave at the end of his tenure shall be permitted as per the Rules of the Company.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Prashant Mahindrakar, Manager, the Company has no profit or its profits are inadequate, the Company shall nevertheless continue to pay to Mr. Prashant Mahindrakar all the remuneration by way of salary (including incentive remuneration) and allowances and perquisites as set out in the Employment Agreement as minimum remuneration, however not exceeding the limits stipulated under Section II of Part II of Schedule V of the Act for the time being in force (including any statutory modifications or re-enactment thereof), or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorised to alter and vary the terms and conditions of appointment and / or remuneration of Mr. Prashant Mahindrakar, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Act (including any statutory modifications or re-enactment(s) thereof, for the time being in force).

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

8. To approve Related Party transactions of the Company with Fiat India Automobile Private Limited (Fiat)

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 applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed thereunder and in terms of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors to enter into transaction(s) of sale, supply / purchase of goods, materials, tools, dies, fixtures etc. to / from Fiat, selling or otherwise disposing of or buying, leasing of property of any kind to / from Fiat, rendering / availing of any services to / from Fiat, warranty expenses, sale or purchase of fixed assets to /from Fiat, any transaction in the nature of loan / advance from time to time with or without interest/ charges thereon including rollover / extension of maturity from time to time if any, issue / providing of any Guarantee or security, if any, any other transaction including transactions related to rate revisions, reimbursement/ recovery of expenses etc. whether material or otherwise, for the period of 5 (five) financial years with effect from April 1, 2016, with Fiat a Related Party, upto

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an estimated annual value of ₹ 70 Crore (Rupees Seventy Crore only) excluding taxes to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and Fiat.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including delegation of powers as may be necessary, proper or expedient to give effect to this Resolution.”

9. To consider and determine the fees for delivery of any document through a particular mode of delivery to a Member

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 20 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any Member by the Company through various means as prescribed under said Section, the consent of the Company be and is hereby accorded to charge from a Member fees at actuals for each such document and the estimated actual expenses of delivery of the documents, in advance, pursuant to any request made by the Member for delivery of such document to him, through a particular mode of services provided such request alongwith requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Director(s) or Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above Resolution.”

BY ORDER OF THE BOARD
For Automotive Stampings and Assemblies Limited

Ashutosh Kulkarni
Company Secretary
Membership No.:-A18549

Date: May 22, 2017

Place : Pune

Registered Office:

G-71/2, MIDC Industrial Area,
Bhosari, Pune 411 026.

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective must be received by the Company duly completed and signed not less than 48 hours before the commencement of the AGM. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate Resolution /authority, as applicable, issued on behalf of the nominating organisation. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act a proxy for any other person or Member.
2. A Proxy Form and Attendance Slip for the AGM are enclosed herewith.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning relating to the Special Businesses to be transacted at the AGM is annexed hereto.
4. Corporate Members intending to send their authorised representatives to attend the meeting in terms of Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution authorising such representative to attend and vote on its behalf at the AGM.
5. Members/Proxies/ Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the AGM.
6. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member is entitled to inspect the proxies lodged at any time during the business hours of the Company
7. Members are requested to bring their personal copy of the Annual Report to the meeting.
8. Queries on financial statements and/ or operations of the Company, if any, may please be sent to the Company seven days in advance of the meeting so that the answers may be made available at the AGM.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
10. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
11. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, July 22, 2017 to Friday, July 28, 2017 (both days inclusive).
12. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, NECS mandates, Power of Attorney, change of address/name, etc. to their Depository Participant only. Changes intimated to the Depository Participants will be automatically reflected in the Company's record which will help the Company and its Registrar and Transfer Agent to provide efficient and better services.
13. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF): Pursuant to Section 125 and all other applicable provisions, if any, of the Companies Act,

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2013, the amount of the dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to unpaid dividend account of the Company shall be transferred to the Investor Education and Protection Fund (the "Fund") set up by the Government of India.

The dividend for the financial year ended March 31, 2009 which remained unpaid or unclaimed over a period of seven years was transferred by the Company to the Fund on August 20, 2016.

Any person/ Member who has not claimed the dividend in respect of the financial year ended March 31, 2010 or any year thereafter is requested to approach the Company/ Registrar and Transfer Agent of the Company for claiming the same.

It may be noted that the unpaid/ unclaimed dividend for the financial year ended March 31, 2010 in respect of the Company is due for transfer to the Fund on August 13, 2017.

Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed / unpaid for a period of seven years from the dates they became first due for payment.

In order to help Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends for the financial year ended March 31, 2010 and subsequent years on the Website of Investor Education and Protection Fund: www.iepf.gov.in and on the website of the Company: www.autostampings.com.

14. Members / investors may contact the Company on the designated E-mail ID: cs@autostampings.com for faster action from the Company's end.
15. In accordance with the provisions of Article 36 of Articles of Association of the Company, Mr. Ajay Tandon (DIN: 00128667) will retire by rotation at the AGM and being eligible, offers himself for re-appointment. Pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, additional information in respect of Directors seeking election/appointment, those retiring by rotation and seeking re-appointment at the AGM is given in Explanatory Statement and Corporate Governance Section in the Annual Report.
16. The Company has paid the annual listing fees to the respective Stock Exchange(s) for the financial year 2017-18.
17. As per the Scheme of Arrangement (demerger) of 2001 between the Company and JBM Auto Limited (formerly known as JBM Auto Components Limited), the Members of the Company were required to surrender the original share certificates of the Company for exchange of new shares certificates of both the Companies. The Company had pending share certificates of those Members who had not submitted their share certificates in terms of the scheme of arrangement for exchange and also of those Members in whose case new share certificates remained undelivered. In compliance with Clause 5A of the erstwhile Listing Agreement issued by SEBI, after following the prescribed procedure, the shares which remained unclaimed, were dematerialised and transferred to a demat account in the name of "Automotive Stampings and Assemblies Limited - Unclaimed Securities Suspense Account".

The Members are requested to refer the note wrt Unclaimed Shares in Corporate Governance Report for further information in this behalf.

18. Non-Resident Indian Members are requested to inform the Company/Depository Participant, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete bank name, branch, account type, MICR number, account number and address of the bank with pin code number, if not furnished earlier.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Registrar & Transfer Agents.
20. In terms of the “Green Initiative” undertaken to protect the environment and reduce the carbon foot print, the Company has commenced sending various communications to the Members through electronic mode. Based on the communication made in this behalf by the Company, the Annual Report for the financial year including the Notice for AGM is being sent in an electronic form to those Members whose e-mail IDs have been registered with the Depositories / Registrar and Transfer Agent. For the Members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode. The same will also be available on the website of the Company i.e. www.autostampings.com. We would also like to clarify that the Members still shall be entitled to receive physical copies by making a specific request for the same at any point of time. We would like to clarify that the Members still shall be entitled to receive physical copies by making a specific request for the same at any point of time.

To support the “Green Initiative”, Members who have not registered their e-mail addresses are requested to register the same with the Company’s Registrar and Transfer Agent or their Depository Participant, in respect of shares held in physical or electronic mode respectively. Members are requested to notify any change in their email ID or bank mandates or address to the Company and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the Company. In respect of holding in electronic form, Members are requested to notify any change of email ID or bank mandates or address to their Depository Participants.
21. Relevant documents referred to in the accompanying Notice and Statement are open for inspection by the Members at the Registered Office of the Company on all working days, during normal business hours up to the date of the Meeting and also at the AGM.
22. **Voting through electronic means**
The complete details of the instructions for e-voting are annexed to this Notice. These details form an integral part of the Notice.
23. Route map showing directions to reach the venue of the Twenty Seventh AGM is annexed.
24. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
25. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 with the Company. Blank forms will be supplied on request.
26. Members who still holds share certificates in physical form are advised to dematerialise the shareholding to avail the benefits of dematerialisation.

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ANNEXURE TO THE NOTICE

(Explanatory Statement pursuant to Section 102 of the Companies Act, 2013)

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3, 4, 5,6,7 8 and 9 of the accompanying Notice dated May 22, 2017.

ITEM NO. 3

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act. Price Waterhouse, Chartered Accountants (ICAI Firm Registration No. 301112E) have been the Auditors of the Company since FY 2001-02.

As per the provisions of Section 139 of the Act, no Company can appoint or re-appoint an audit firm as Statutory auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement. In view of the above, Price Waterhouse hold office till the conclusion of ensuing AGM of the Company.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on May 22, 2017, 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 from FY 2017-18, to hold office from the conclusion of this 27th AGM till the conclusion of the 32nd AGM of the Company to be held in the FY 2022-23, subject to ratification of their appointment at every AGM, if so required under the Act.

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.

The Board recommends the Ordinary Resolution set out at Item No.3 of the Notice for approval by the Members of the Company.

None of the Director or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise in this Resolution.

ITEM NO. 4

Mr. Ramnath Mukhija (DIN: 00001653) was appointed as an Additional Director of the Company at the Board Meeting held on March 10, 2017, pursuant to Section 161 of the Act and Article 37 of the Articles of Association of the Company. As such, Mr. Ramnath Mukhija holds office as Director upto the date of the ensuing AGM and is eligible for appointment as a Director. Notice in writing under Section 160 of the Act has been received from a Member indicating its intention to propose Mr. Ramnath Mukhija for the office of the Director of the Company at the ensuing AGM alongwith the requisite deposit.

Mr. Ramnath Mukhija has consented to act as Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act and Regulation 16 (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

In the opinion of the Board, Mr. Ramnath Mukhija fulfils the conditions specified in the Act and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Board, based on the recommendation of the Nomination and Remuneration Committee, recommends his appointment as an Independent Director upto retirement age as per the Governance Guidelines adopted by the Board i.e. February 4, 2019.

A brief resume of Mr. Ramnath Mukhija, nature of his expertise in specific functional areas, names of companies in which he holds directorships, Memberships of the Board's Committees, date of first appointment, terms and conditions of appointment/re-appointment, details of remuneration last drawn (FY 2016-17) and sought to be paid if any, No. of Board Meetings attended during the FY 2016-17, shareholding in the Company and relationships between Directors inter-se, Manager and other Key Managerial Personnel of the Company as stipulated in Regulations 26(4) and 36 (3) of Listing Regulations and as per Secretarial Standards – 2 on General Meetings is given herein under and forms part of the Notice. Having regard to his background and wide experience, the appointment of Mr. Ramnath Mukhija will be in the interest of the Company.

A brief profile of Mr. Ramnath Mukhija is as under: -

Date of Birth and Age	February 5, 1944 – 73 Years
Date of first appointment	March 10, 2017
Qualifications	Mr. Ramnath Mukhija is a graduate in Electrical Engineering from IIT Kharagpur.
Expertise in specific functional areas	Mr. Ramnath Mukhija has continuously served for 49 years at Larsen & Toubro Limited (L&T). He was elevated to the post of President Operations and Member of the Board in the year 2001. Post his retirement from Board of L&T in October 2010, he was in the role of Advisor to the Group Executive Chairman till April 2014. Currently he is Director and holds Membership/ Chairmanship at various Companies.
Terms and conditions of appointment / re-appointment	Refer Item No.4 of the Notice Appointed as an Independent Director.
Details of remuneration last drawn (FY 2016-17) and sought to be paid, if applicable	No remuneration was paid apart from sitting fees and commission, if any, as mentioned in Corporate Governance Report Section.
No. of Board Meetings attended during the FY 2016-17	1 (one)
Relationships between Directors inter-se	None
List of Companies in which Directorships held as on March 31, 2017 (excluding foreign and Section 8 Companies)	1. Automotive Stampings And Assemblies Limited # 2. Tata Autocomp Systems Limited # 3. Voltas Limited # 4. Universal Comfort Products Limited 5. Tata Ficosa Automotive Systems Private Limited
Chairmanship / Membership of specified Committees* of the Boards of above Companies as on March 31, 2017	<u>Audit Committee:</u> 1. Automotive Stampings And Assemblies Limited # - Member 2. Tata Autocomp Systems Limited # - Member; 3. Universal Comfort Products Limited - Member; and 4. Voltas Limited # - Member
No. of shares held in the Company: (a) Own (b) For other persons on a beneficial basis	Nil

* Membership/Chairmanship of Audit Committee and Shareholders/Investors Grievance Committee

Listed Entities (including entities whose debt is listed on a Stock Exchange)

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The terms and conditions of appointment of Mr. Ramnath Mukhija pursuant to provisions of Schedule IV of the Act shall be open for inspection by any Member during normal business hours on any working day of the Company.

Mr. Ramnath Mukhija and his relatives do not hold any shares in the Company and is not related with other Directors, Manager and other Key Managerial Personnel of the Company. Mr. Ramnath Mukhija is interested and concerned in the Resolution mentioned at Item No. 4 of the Notice. Other than Mr. Ramnath Mukhija, no other Director or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise in this Resolution.

Accordingly the Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members of the Company.

ITEM NO. 5

Mr. Harish Pathak (DIN: 02426760) was appointed as an Additional Director of the Company at the Board Meeting held on March 10, 2017 pursuant to Section 161 of the Act and Article 37 of the Articles of Association of the Company. As such Mr. Harish Pathak holds office as Director upto the date of the ensuing AGM and is eligible for appointment as a Director. Notice under Section 160 of the Act has been received in writing from a Member indicating its intention to propose Mr. Harish Pathak for the office of the Director of the Company at the ensuing AGM alongwith the requisite deposit.

A brief resume of Mr. Harish Pathak, nature of his expertise in specific functional areas, names of companies in which he hold directorships, Memberships of the Board's Committees, date of first appointment, terms and conditions of appointment/re-appointment, details of remuneration last drawn (FY 2016-17) and sought to be paid if any, No. of Board Meetings attended during the FY 2016-17, shareholding in the Company and relationships between Directors inter-se, Manager and other Key Managerial Personnel of the Company as stipulated in Regulations 26(4) and 36 (3) of the Listing Regulations and as per Secretarial Standards – 2 on General Meetings is given herein under and forms part of the Notice.

A brief profile of Mr. Harish Pathak is as under: -

Date of Birth and Age	December 30, 1958 – 58 Years
Date of first appointment	March 10, 2017
Qualifications	Mr. Harish Pathak holds degree as a Bachelor of Technology (Metallurgical Engineering) from IIT, Bombay. He has also completed General Management Programme from IIM, Ahmedabad and Executive Development Programme from CEDEP, France.
Expertise in specific functional areas	He began his career as a Graduate Trainee in Tata Steel, and worked as Senior Metallurgist in 1982-84. Thereafter he had a long stint in Sales & Marketing culminating in his holding positions such as Chief Sales Manager for Eastern Region, Chief Marketing (Flat Products) and Chief Marketing & Sales (Long Products) in years 2000- 2005. In the year 2008, Mr. Pathak was appointed as Managing Director of Tata Bluescope Steel Ltd. He served as MD of Tata Bluescope Steel Ltd. for a period of 5 years. During this tenure, he executed a major Coated Steel Project of ₹ 1200 Cr in Jharkhand. The project execution required multi-pronged approach with various stakeholders and State Government. The processes and operations were a benchmark in the industry. He had launched

	and established a unique retail brand “Durashine.” The brand had grown 40-50 % year on year in 4 years to a turnover of ₹ 700 Crore. In November, 2013 Mr. Pathak was appointed as President of Tata AutoComp Systems Ltd.
Terms and conditions of appointment / re-appointment	Appointed as Non-Executive Director liable to retire by rotation
Details of remuneration last drawn (FY 2016-17) and sought to be paid, if applicable	Nil
No. of Board Meetings attended during the FY 2016-17	1 (one)
Relationships between Directors inter-se	None
List of Companies in which Directorship held as on March 31, 2017 (excluding foreign and Section 8 Companies)	1. Automotive Stampings And Assemblies Limited # 2. Tracto Metal Private Limited 3. Tata Ficosa Automotive Systems Private Limited
Chairmanship / Membership of specified Committees* of the Boards of above Companies as on March 31, 2017	None
No. of shares held in the Company: (a) Own (b) For other persons on a beneficial basis	Nil

* Membership/Chairmanship of Audit Committee and Shareholders/Investors Grievance Committee

Listed Entity

Mr. Harish Pathak and his relatives do not hold any shares in the Company and is not related with other Directors, Manager and other Key Managerial Personnel of the Company. Other than Mr. Harish Pathak, no other Director or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise in this Resolution.

The Company would be immensely benefited from his extensive experience. Accordingly the Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members of the Company.

ITEM NO. 6

Mr. Bharatkumar Parekh (DIN: 01521346) was appointed as an Additional Director of the Company at the Board Meeting held on March 10, 2017 pursuant to Section 161 of the Act and Article 37 of the Articles of Association of the Company. As such, Mr. Bharatkumar Parekh holds office as Director upto the date of the ensuing AGM. Notice in writing under Section 160 of the Act, has been received from Member indicating its intention to propose Mr. Parekh for the office of the Director of the Company at the ensuing AGM alongwith the requisite deposit.

A brief resume of Mr. Bharatkumar Parekh, nature of his expertise in specific functional areas, names of companies in which he hold Directorships, Memberships of the Board's Committees, date of first

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appointment, terms and conditions of appointment/re-appointment, details of remuneration last drawn (FY 2016-17) and sought to be paid if any, No. of Board Meetings attended during the FY 2016-17, shareholding in the Company and relationships between Directors inter-se, Manager and other Key Managerial Personnel of the Company as stipulated in Regulations 26(4) and 36 (3) of the Listing Regulations and as per Secretarial Standards – 2 on General Meetings is given herein under and forms part of the Notice

A brief profile of Mr. Bharatkumar Parekh is as under: -

Date of Birth and Age	October 20, 1955 – 61 Years
Date of first appointment	March 10, 2017
Qualifications	Mr. Bharatkumar Parekh holds degree as a Bachelor of Technology (Mechanical) from IIT, Mumbai (1977) and a Post Graduate Diploma in Business Management from IIM, Ahmedabad (1980).
Expertise in specific functional areas	Mr. Bharatkumar Parekh joined TATA Motors in year 1980 as Materials Officer after completing his Post Graduate Diploma and continued his career in Materials Management area covering Procurement, Strategic Sourcing and Ancillary Development etc. and finally moved to Purchase & Supply Chain function in 2013. His last position in Tata Motors was that of Chief Purchasing Officer before he superannuated from the Company in October, 2015. As CPO, his responsibilities included shaping company's policies related to Purchasing (Direct & Indirect Materials and Services), Managing Strategically critical commodities, Globalizing the procurement pattern, managing Supply Chain for all the production plants in India producing Commercial as well as Passenger Vehicle and building partnership with critical vendors by involving them in new vehicle development programme of the Company. He managed a purchasing spend of at US \$ 5 Billion and a Supplier base of 700 Suppliers. Post his Superannuation, Mr. Bharatkumar Parekh works as a Consultant/ Advisor to various Companies (including Tata AutoComp Systems Ltd).
Terms and conditions of appointment / re-appointment	Appointed as Non-Executive Director liable to retire by rotation
Details of remuneration last drawn (FY 2016-17) and sought to be paid, if applicable	Nil
No. of Board Meetings attended during the FY 2016-17	1 (one)
Relationships between Directors inter-se	None
List of Companies in which Directorship held as on March 31, 2017 (excluding foreign and Section 8 Companies)	1. Automotive Stampings And Assemblies Limited # 2. Tata Toyo Radiator Limited

Chairmanship / Membership of specified Committees* of the Boards of above Companies as on March 31, 2017	None
No. of shares held in the Company: (a) Own (b) For other persons on a beneficial basis	Nil

* Membership/Chairmanship of Audit Committee and Shareholders/Investors Grievance Committee

Listed Entity

Mr. Bharatkumar Parekh and his relatives do not hold any shares in the Company and is not related with other Directors, Manager and other Key Managerial Personnel of the Company. Other than Mr. Bharatkumar Parekh, no other Director or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise in this Resolution. The Company would be immensely benefited from his extensive experience. Accordingly the Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members of the Company.

Item No. 7

Mr. Prashant Mahindrakar joined the Company as a 'Manager' designated as 'Chief Executive Officer' on January 15, 2017.

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee at their respective meetings held on October 28, 2016 appointed Mr. Prashant Mahindrakar (the appointee) as a "Manager" under Section 196 of the Companies Act, 2013 (the Act), designated as the 'Chief Executive Officer' of the Company, for a period of 3 years from January 15, 2017 to January 14, 2020 and approved payment of his remuneration.

The appointment and the remuneration payable to him are subject to the approval of the Members. Schedule V to the Act, fixes the limits for payment of managerial remuneration by companies in case of loss or inadequacy of profits in any financial year and inter-alia, requires Members' approval for payment of managerial remuneration to the managerial person for a period not exceeding 3 years by way of a Special Resolution. Mr. Prashant Mahindrakar is functioning in a professional capacity and is not having any interest in the capital of the Company or its holding Company or any of its subsidiaries directly or indirectly or through any other statutory structures and not having any direct or indirect interest or related to the Directors or Key Managerial Personnel or Promoters of the Company or its holding Company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment. He possesses graduate level qualification with expertise and specialised knowledge in the field in which the Company operates. The Company has received necessary disclosure from the appointee in this regard.

Besides the terms and conditions for payment of managerial remuneration as contained in the proposed Resolution, the other main terms and conditions, contained in the agreement being entered into in this behalf with the appointee are as given below:

1. The terms and conditions of the said agreement and / or appointment may be revised, enhanced, altered and varied from time to time by the Board of Directors of the Company and/ or 'Nomination and Remuneration Committee' in such manner as may be agreed to between the Board and the appointee within the maximum amounts payable to managerial person in

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accordance with the provisions of the Act, or any amendments or re-enactments thereof made hereafter in this regard or as sanctioned by the Central Government, as the case may be.

2. The appointee is subject to the supervision and control of the Board of Directors, entrusted with substantial powers of management and shall also perform such other duties as may from time to time be entrusted to him.
3. The appointee shall not, either before or after the termination of this Agreement, disclose to any person whatsoever, any information relating to the Company or its customers or any trade secret of which he may come to know while acting as the Manager.
4. The appointee shall not be entitled to supplement his earnings under the Agreement with any buying or selling commission. He shall also not become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company.
5. If at any time, the appointee ceases to be in the employment of the Company for any cause whatsoever, he shall cease to be the Manager of the Company and this agreement will forthwith terminate.
6. In case the appointee dies in the course of his employment, the Company shall pay to his legal personal representative the salary and current emoluments for the then current month.
7. The appointee shall not have the following powers—
 - a. The power to make calls on shareholders in respect of money unpaid on their shares in the Company.
 - b. The power to issue debentures.
 - c. The power to invest the funds of the Company in shares, stocks and securities.
8. The agreement may be terminated by either party by giving three months' notice of such termination or paying three months' salary in lieu thereof.

In compliance with the provisions of Section 196, 197 read with Schedule V and other applicable provisions thereof and the provisions of the Act as may be applicable (including any statutory modification or re-enactment thereof for the time being in force), the appointment upon the terms and conditions specified above is now being placed before the Members for their approval.

The Agreement between the Company and the appointee shall be open for inspection by any Member during normal business hours on any working day of the Company at the Registered Office of the Company.

Other than Mr. Prashant Mahindrakar, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.7 of the Notice.

Accordingly the Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members of the Company.

A brief resume of Mr. Prashant Mahindrakar, nature of his expertise in specific functional areas, names of companies in which he hold directorships, Memberships of the Board's Committees, date of first appointment, terms and conditions of appointment/re-appointment, details of remuneration last drawn (FY 2016-17) and sought to be paid if any, No. of Board Meetings attended during the FY 2016-17, shareholding in the Company and relationships between Directors inter-se, Manager and other Key Managerial Personnel of the Company as stipulated in Secretarial Standards – 2 on General Meetings is given herein under and forms part of the Notice

A brief profile of Mr. Prashant Mahindrakar is as under: -

Date of Birth and Age	May 14, 1972 – 44 Years
Date of first appointment	January 15, 2017
Qualifications	Mr. Prashant Mahindrakar has completed Bachelor of Engineering (Mechanical) from V.I.T. Pune and Executive Business Management from Symbiosis International University.
Expertise in specific functional areas	Mr. Prashant Mahindrakar has overall 21 years of experience and had joined Company's holding Company - Tata AutoComp Systems Ltd. (TACO) in January 2005. He has worked in TACO in various capacities during last 11 years in Knorr Bremse, Business Management, Projects, M&A and his last assignment was Operation Head in TACO's Interior Plastic Division (IPD) since last 2 years. Mr. Prashant Mahindrakar has brought operational efficiency in IPD after he took over charge and has worked relentlessly to bring improvement on safety, Quality (internal & external PPM) etc.
Terms and conditions of appointment / re-appointment	Appointed as Manager designated as Chief Executive Officer of the Company. Refer details at Item No. 7 to the Notice.
Details of remuneration last drawn (FY 2016-17) and sought to be paid, if applicable	Refer details at Item No. 7 to the Notice.
No. of Board Meetings attended during the FY 2016-17	2 (Two) [as Manager and Chief Executive Officer of the Company]
Relationships between Directors inter-se	None
List of Companies in which Directorship held as on March 31, 2017 (excluding foreign and Section 8 Companies)	None
Chairmanship / Membership of specified Committees* of the Boards of above Companies as on March 31, 2017	None
No. of shares held in the Company: (a) Own (b) For other persons on a beneficial basis	Nil

* Membership/Chairmanship of Audit Committee and Shareholders/Investors Grievance Committee

Mr. Prashant Mahindrakar and his relatives do not hold any shares in the Company and is not related with other Directors, Manager and other Key Managerial Personnel of the Company.

Additional Information relevant to the said appointment of Manager as per Schedule V Part II Section II (B) (iv) of the Act..

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I. General Information

- 1) Nature of Industry: The Company is manufacturer of sheet metal components, assemblies and sub-assemblies for the automotive industry.
- 2) Date or expected date of commencement of commercial production: The Company was incorporated on March 13, 1990. The existing plants of the Company at Pune and Halol are in Commercial Production for more than last 16 years. The Plant at Pantnagar in Uttarakhand has been operational since last 9 years.
- 3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.
- 4) Financial performance based on given indicators - as per published audited financial results for the financial year ended March 31, 2017:

Particulars	(₹ in Lakhs)
Revenue from Sale of Products / Services (Net)	30,367.74
PAT	(287.06)

- 5) Foreign Investments or collaborators, if any: Not applicable

II. Information about the appointee:

- 1) Background details: as mentioned above
- 2) Past Remuneration:

Particulars	Amount (₹ in Lakhs)
Annualized salary including Retirement Benefits in the form of contributions to Provident Fund and Superannuation Fund (Based on the last drawn salary from the previous employer)	31.32

- 3) Recognition or Awards: Achieved first rank in Executive Post Graduate Diploma in Business Management (EPGDBM) from Symbiosis International University
- 4) Job Profile and his suitability:
Mr. Prashant Mahindrakar is responsible for overall management of the Company, subject to the supervision and control of the Board of Directors. He is also responsible to perform such other duties as may from time to time be entrusted by the Board. Taking into consideration the qualifications and expertise, he is best suited for the responsibilities assigned to him by the Board of Directors.
- 5) Remuneration proposed:

Basic Salary	In the range of ₹ 1,00,000/- to ₹ 1,80,000/- per month. Present salary being ₹ 1,12,400/- per month.
Incentive Remuneration	Upto 200% of basic salary to be paid at the discretion of the Board and/or 'Nomination and Remuneration Committee'.
Perquisites & Allowance #	Upto 300 % of basic salary.
Minimum Remuneration in case of inadequacy of profits during any financial year	Salary, incentive remuneration and perquisites and allowances as mentioned above.

The increments may be decided by the Board and /or 'Nomination and Remuneration Committee' from time to time subject however to the salary not exceeding ₹ 1,80,000/- per month.

Excludes Company's contribution to provident, superannuation and gratuity funds and leave encashment at the end of the tenure.

- 6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointees in other companies.
- 7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Besides the remuneration proposed, the appointee does not have any other pecuniary relationship with the Company.

III. Other Information:

- 1) Reasons of loss / inadequate profits:

Your Company incurred a loss of ₹ 287.06 Lakhs in FY 2016-17 as against loss of ₹ 2,080.19 Lakhs in FY 2015-16.

Your Company is operating in Auto Component segment and the products which are being manufactured by the Company are exclusively for industrial use and as such there is no independent market of its final products. The automobile industry and consequently, the auto component industry is going through a tough situation in view of pressure on sales. Thus the Company's performance is dependent on the performance of automobile industries to whom the Company supplies. Your Company's sales during the year were impacted by lower volumes than expected in the segment in which it predominantly operates. Some of the models Under Passenger Car segment and LCV segment, on which your Company has heavy dependence, recorded drop in volume and this had an adverse effect on sales. Even though, the Passenger Car production recorded growth of 5.40 %, your Company couldn't achieve corresponding growth since the growth of major customer including anchor customer of your Company happened for models where your Company is not present and hence incurred losses during the Financial Year 2016-17.

- 2) Steps taken by the Company to improve performance:

To address these challenges, your Company has initiated several measures towards achieving organisational and operating efficiencies and controlling costs, alongside working on improvements in processes and controls.

- 3) Expected increase in productivity and profits in measurable terms:

The above measures undertaken are expected to yield positive results in the coming years. While it is difficult to give precise figures, the above initiatives are expected to improve the financial performance of the Company.

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Item No. 8

Further to the applicable provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) amended from time to time, all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the Members.

Your Company operates in Sheet Metal Components, Assemblies and Sub- Assemblies segment of the Auto Components Industry. It manufactures a range of sheet metal components and assemblies for the Automobile Industry and is a Tier One auto components supplier. It supplies sheet metal components and assemblies to all major OEMs including Fiat India Automobile Private Limited (Fiat). Your Company has been selling, supplying sheet metal components and assemblies etc. to Fiat and has business relationship with Fiat since last few years.

Due to change in Regulations i.e. Ind- AS effective from April 1, 2016, the Company and Fiat have become related party.

As per Regulation 23 of Listing Regulations effective from December 1, 2015, a transaction with a related party shall be considered material, if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited Financial Statements of the Company. All material related party transactions shall require approval of the Members of the Company.

Major sales / revenue from operations of the Company are generated from Fiat which is a related party for your Company. Your Company supplies just in time / just in sequence all components required by Fiat being the Company located in proximity to Fiat. Further your Company enters into various transaction(s) such as sale, supply / purchase of goods, materials, tools, dies and fixtures to / from Fiat, selling or otherwise disposing of or buying, leasing of property of any kind to / from Fiat, rendering/ availing of any services to / from Fiat, warranty expenses, sale or purchase of fixed assets to /from Fiat, any transaction in the nature of loan / advance from time to time with or without interest/ charges thereon including rollover / extension of maturity from time to time if any, issue / providing of any Guarantee or security, if any, any other transaction including transactions related to rate revisions, reimbursement/ recovery of expenses etc. whether material or otherwise for its various projects. The objective being to serve in a most efficient way and providing just-in-time deliveries. In light of the above, your Company has been dealing through such transactions with the said related party.

The individual transaction values would be commercially agreed based on mutual discussions / negotiations with related party.

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said ongoing transactions. These transactions are material in terms of Regulation 23 of the Listing Regulations and therefore, the Board has proposed the same to be placed before the Members for their approval as an Ordinary Resolution at the 27th Annual General Meeting of the Company. The said approval would be effective for the period of 5 financial years with effect from April 1, 2016. Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period of 5 five financial years would be essentially required at this point of time.

The key details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as below:

1. Name of the related party and nature of relationship: Fiat India Automobiles Private Limited. Joint Venture of Tata Motors Limited and related party of the Company as per Ind – AS.
2. Applicability of the agreement / arrangement is subject to statutory approval, if any : Not Applicable
3. Notice period for termination: Based on various Contracts.
4. Manner of determining the pricing and other commercial terms: Based on commercial negotiations, on arm's length basis, as far as possible and in tune with market parameters.
5. Disclosure of interest: None of the Directors, Key Managerial Personnel or their respective relatives is interested or concerned in the Resolution.
6. Duration: 5 financial years, as stated above.
7. Monetary value: Estimated values as mentioned in the Resolution.
8. Nature, material terms and particulars of the arrangement :

Name of the Company	Nature of Contract / arrangement
Fiat India Automobile Private Limited (Fiat)	Sale, supply / purchase of goods, materials, tools, dies, fixtures etc. to /from Fiat
	Selling or otherwise disposing of or buying, leasing of property of any kind to / from Fiat
	Rendering / availing of any services to / from Fiat
	Warranty expenses
	Sale / purchase of Fixed Assets to / from Fiat
	Any transaction in the nature of loan / advance from time to time with or without interest/ charges thereon including rollover / extension of maturity from time to time, if any
	Issue / providing of any Guarantee or security, if any
	Any other transaction including transactions related to rate revisions, reimbursement/ recovery of expenses etc.

9. Any other information relevant or important for the Members to make a decision on the proposed transaction: None.

None of the Director, Key Managerial Personnel of the Company or their respective relatives are in any way interested or concerned financially or otherwise, in this Resolution.

Accordingly the Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Members of the Company.

Item No. 9

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any Member by sending it to him by post or by registered post or by speed post or by courier or by delivery to his office or address or by such electronic or other mode as may be prescribed. Further, a Member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be required to be spent by the Company. Therefore, to enable the Members to avail this facility, it is necessary for the Company to determine the fees to be charged, as mentioned in the Resolution for delivery of a document in a particular mode.

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Since the Companies Act, 2013 requires the fees to be determined in the AGM, the Board accordingly recommends the Ordinary Resolution set out at Item No. 9 of the Notice for the approval by the Members of the Company.

None of the Director, Key Managerial Personnel of the Company or their respective relatives are in any way interested or concerned financially or otherwise, in this Resolution.

**BY ORDER OF THE BOARD
For Automotive Stampings and Assemblies Limited**

Ashutosh Kulkarni
Company Secretary
Membership No.:-A18549
May 22, 2017
Pune

Registered Office:

G-71/2, MIDC Industrial Area,
Bhosari, Pune 411 026

INSTRUCTIONS FOR E-VOTING

1. In compliance with provisions of Section 108 of the Companies Act, 2013, and rules framed there under, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to offer e-voting facility to the Members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice convening the 27th Annual General Meeting, through Central Depository Services (India) Limited {CDSL}.

2. The e-voting facility is available at the link www.evotingindia.com.

3. The e-voting facility will be available during the following voting period:

Start Day, Date & Time	End Day, Date & Time
Tuesday, July 25, 2017 09:00 a.m. IST	Thursday, July 27, 2017 05:00 p.m. IST

4. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast vote again.
5. For the benefit of Members who will be present at the meeting and who have not cast their votes through e-voting, the facility for voting through Poll paper will be made available at the meeting.

The Members who have cast their votes by e-voting may also attend the meeting but shall not be entitled to cast their vote again at the AGM.

6. The voting rights of Members (for voting through e-voting or by Poll paper at the meeting) shall be in proportion to their share(s) in the paid up equity share capital of the Company as on the cut-off i.e. Friday July 21, 2017. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Friday July 21, 2017 only shall be entitled to avail the facility of e-voting as well as voting by poll paper at the AGM.
7. The Board of Directors of the Company has appointed Mr. S. V. Deulkar, Partner, SVD & Associates, Company Secretaries (Membership number – FCS - 1321), to act as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
8. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Annual Report (including AGM Notice) and holds shares as on the cut-off date i.e. Friday July 21, 2017 may follow the instructions for e-voting mentioned below. In case such Member has not updated his or her PAN with the Company or the Depository Participant, may obtain the sequence no. by sending a request at pune@linkintime.co.in.
9. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through e-voting in the presence of at least two

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witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.

10. The results declared along with the Scrutinizer's Report will be placed on the Company's website: www.autostampings.com and on the website of CDSL e-Voting www.evotingindia.com immediately after their declaration and the same shall simultaneously communicated to BSE Limited and National Stock Exchange of India Limited.
11. The instructions to Members for e-voting are as under:-
 - (i) Open the e-mail. The e-mail will inter alia include the sequence number of the Member in case the Member has not updated his or her PAN with the Company or the Depository Participant.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders / Members
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of **AUTOMOTIVE STAMPINGS AND ASSEMBLIES LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

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- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ASAL

AUTOMOTIVE STAMPINGS AND ASSEMBLIES LIMITED

CIN: L28932PN1990PLC016314

Registered Office: G-71/2, MIDC Industrial Area, Bhosari, Pune 411026, Tel: 020-6631 4318 Fax: 020-6631 4343

E-mail: cs@autostampings.com Website: www.autostampings.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014- Form No. MGT -11]

27th Annual General Meeting – Friday, July 28, 2017

Name of the Member(s)		E-mail id	
Registered address		Folio no. / *Client ID	
		* DP ID	

* Applicable for Investors holding shares in electronic form.

I/ We being the member(s) of shares of the above named Company, hereby appoint:

- Name: E-mail id:
Address:
..... Signature: or failing him/her
- Name: E-mail id:
Address:
..... Signature: or failing him/her
- Name: E-mail id:
Address:
..... Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the twenty seventh Annual General Meeting of the Company, to be held on Friday, the 28th day of July, 2017 at 9.30 a.m. at Moolgaokar Auditorium, Ground Floor, A Wing, MCCIA Trade Tower, International Convention Centre, Senapati Bapat Road, Pune 411 016 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution number	Resolution	Vote (Optional see Note 2)		
		For	Against	Abstain
Ordinary business				
1	Adoption of Audited Financial Statements, Board's and Auditors' Reports for the financial year ended March 31, 2017			
2	Appointment of Mr. Ajay Tandon (DIN: 00128667) liable to retire by rotation and being eligible, offers himself for re-appointment			
3	To appoint Statutory Auditors of the Company and fix their remuneration			
Special business				
4	Appointment of Mr. Ramnath Mukhija (DIN: 00001653) as Independent Director			
5	Appointment of Mr. Harish Pathak (DIN: 02426760) as a Director			
6	Appointment of Mr. Bharatkumar Parekh (DIN: 01521346) as a Director			
7	Appointment of Mr. Prashant Mahindrakar as a Manager designated as Chief Executive Officer			
8	Approval of Related Party transactions with Fiat India Automobile Private Limited (Fiat)			
9	To consider and determine the fees for delivery of any document through a particular mode of delivery to a Member			

Signed this..... day of2017

Affix
Revenue
Stamp

.....
Signature of the Member Signature of the Proxy holder(s)

Notes:

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before July 26, 2017 at 9:30 a.m. IST).
- It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.
- A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

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E-mail: cs@autostampings.com Website: www.autostampings.com

ATTENDANCE SLIP

(To be presented at the entrance)

Sr. No:

Folio No. / DP ID & Client ID	
Name and address of the first named Member/ proxy/ Authorized Representative	
Name of Joint Holder(s), if any	
No. of Shares held	

I/we certify that I/we am/are Member(s)/proxy for the Member(s) of the Company.

I/we hereby record my/our presence at the TWENTY-SEVENTH ANNUAL GENERAL MEETING of the Company on Friday, the 28th day of July, 2017 at 9.30 a.m. at Moolgaokar Auditorium, Ground Floor, A Wing, MCCIA Trade Tower, International Convention Centre, Senapati Bapat Road, Pune 411 016.

Member's / Proxy's Signature

Signature of Joint holder

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	*Sequence No. / PAN

**Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the Sequence Number field.*

Notes:

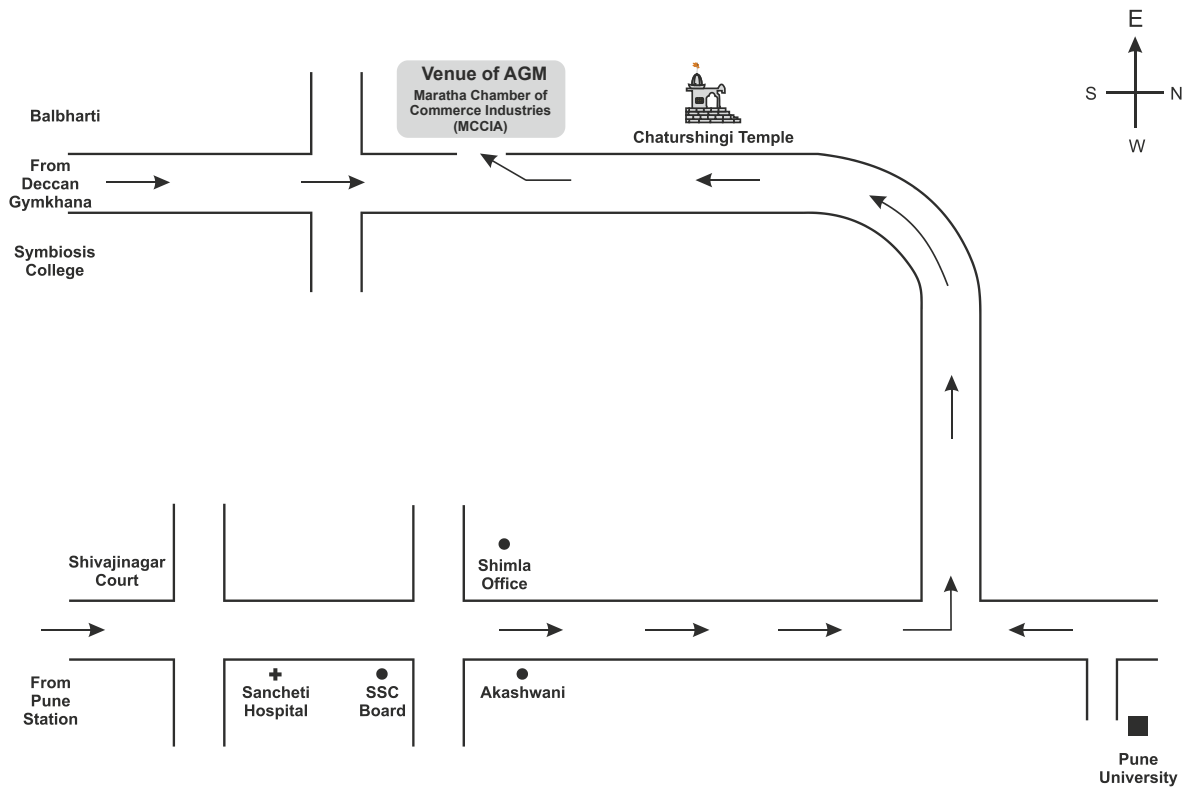
1. Please read the instructions relating to e-voting printed under the Notes to the Notice of the 27th Annual General Meeting to be held on Friday, the 28th day of July, 2017 at 9.30 a.m.
2. Members/Proxy are requested to bring the attendance slips with them when they come to the Meeting and hand them over at the entrance after affixing their signature on them. Joint Members may obtain additional Attendance Slips at the entrance.
3. The remote e-Voting period starts from Tuesday, July 25, 2017 (9.00 AM IST) and ends on Thursday, July 27, 2017 (5.00 PM IST). The voting module shall be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter.

Automotive Stampings and Assemblies Limited

Route Map to the AGM Venue

Venue & Landmark:

Moolgaokar Auditorium,
Ground Floor, A Wing, MCCIA Trade Tower,
International Convention Centre,
Senapati Bapat Road, Pune 411 016.



Distance from Pune Station: 6.6 km