



AUTOMOBILE CORPORATION OF GOA LIMITED

Ref: ACG: S&L:

June 2, 2022

Scrip Code: 505036
ISIN: INE451C01013

To,
BSE Limited
(Corporate Relationship Dept.)
1 st Floor, Rotunda Building,
P J Towers, Dalal Street,
Fort, MUMBAI – 400 001.

Dear Sirs,

Sub: Notice of the 42nd Annual General Meeting

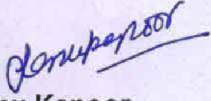
Pursuant to Regulation 30 read with Schedule III Part A Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the Forty Second Annual General Meeting of the Company to be held on Friday, June 24, 2022 at 3:00 pm IST through Video Conferencing (VC) / Other Audio Visual Means(OAVM).

The Notice is also displayed on the Company's website www.acglgoa.com

This is for your information and records.

Thanking you,

Yours faithfully,
For **Automobile Corporation of Goa Ltd**


Sanu Kapoor
Company Secretary

Encl: as above



NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty Second Annual General Meeting ('AGM') of the members of Automobile Corporation of Goa Limited ('the Company') will be held on Friday, June 24, 2022 at 3:00 P.M. IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') 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, 2022, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Aasif Huseini Malbari (DIN:07345077), who retires by rotation and being eligible, offers himself for re-appointment.
3. Re-Appointment of Statutory Auditors of the Company and fixing their remuneration

To consider and 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 ("Act") (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, 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 for the second term of five consecutive years commencing from the conclusion of this Forty Second Annual General Meeting (AGM) till the conclusion of the Forty Seventh AGM of the Company to be held in the year 2027 to examine and audit the accounts of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. **Approval for Material Related Party Transaction(s) with Tata Motors Limited**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in supersession of the resolutions passed earlier in this regard and pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Section 188 of the Companies Act, 2013, read with relevant Rules framed thereunder and such other applicable provisions of law, if any, and any amendments, modifications or re-enactments thereof (hereinafter called as "Applicable Laws") and the 'Policy on Materiality and Dealing with Related Party Transactions' of Automobile Corporation of Goa Ltd ("**the Company**"), as may be applicable from time to time, consent of the Members be and is hereby accorded to the Board of Directors for entering into and/or carrying out and/or continuing with contracts/arrangements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), with – Tata Motors Limited, related party on such terms and conditions as detailed in the Explanatory Statement herein.

RESOLVED FURTHER THAT Board of Directors, be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee of Directors and/or Director(s) and/or official(s) of the Company /any other person(s) so authorized by it and to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

5. **Approval for Material Related Party Transaction(s) with Tata Cummins Private Limited**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in supersession of the resolutions passed earlier in this regard and pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Section 188 of the Companies Act, 2013, read with relevant Rules framed thereunder and such other applicable provisions of law, if any, and any amendments, modifications or re-enactments thereof (hereinafter called as "Applicable Laws") and the 'Policy on Materiality and Dealing with Related Party Transactions' of Automobile Corporation of Goa Ltd ("**the Company**"), as may be applicable from time to time, consent of the Members be and is hereby accorded to the Board of Directors for entering into and/or carrying out and/or continuing with contracts/arrangements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), with – Tata Cummins Private Limited, related party on such terms and conditions as detailed in the Explanatory Statement herein.



RESOLVED FURTHER THAT Board of Directors, be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee of Directors and/or Director(s) and/or official(s) of the Company /any other person(s) so authorized by it and to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

6. **Approval for increase in the limits prescribed under Section 186 of the Companies Act, 2013**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the resolutions, if any, passed earlier and pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", to exercise the powers conferred on the Board under this resolution, to give any loan to any person or other body corporate; to give any guarantee or provide any security in connection with a loan to any other body corporate or person and to make investments, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional loans, investments, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs.260,00,00,000/- (Rupees Two Hundred and Sixty Crores only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such Loans/ Guarantees/ Securities are to be provided or Investments to be made from time to time as to interest, repayment or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/ or any member of such Committee."

7. **Approval for borrowing money in excess of limits prescribed under section 180(1) (c) of the Companies Act, 2013**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT in supersession of the resolutions, if any, passed earlier and pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, if any, and the rules framed thereunder (including any statutory modification(s) for the time being in force) and the Memorandum and Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company ("Board") to borrow monies from time to time; provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/ to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs.110,00,00,000 (Rupees One Hundred and Ten Crores Only) or the aggregate of the paid up capital, free reserves and securities premium of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/ or any member of such Committee."

8. **Authorisation to the Board of Directors pursuant to Section 180 (1)(a) of the Companies Act, 2013**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the resolutions, if any, passed earlier and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company ("Board") to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations, if any, created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks, Financial Institutions, Insurance Companies, other lending/ investing agencies or bodies/ trustees for holders of debentures/ bonds which may be issued to or subscribed to by all or any of the Banks, Financial Institutions, Insurance Companies, other lending/ investing agencies or any other person(s)/ bodies corporate by way of private placement or otherwise (hereinafter



collectively referred to as "Lenders"), provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said loans, for which such charges, mortgages or hypothecations are created, shall not, at any time exceed the limit of Rs.110,00,00,000 (Rupees One Hundred and Ten Crores Only) or the aggregate of the paid up capital, free reserves and securities premium of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/ or any member of such Committee."

9. **Payment of Commission to Non-executive Directors**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in supersession of the resolutions passed earlier in this regard and pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), as amended from time to time and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and/or Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each year, for a period of three years, commencing 1st April, 2022."

10. **Approval for the extension of term of Mr. O V Ajay (DIN: 07042391) as the Chief Executive Officer and Executive Director of the Company.**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded for the extension of term of Mr. O V Ajay (DIN 07042391) as the CEO & ED of the Company for the period commencing from 14 January, 2023 till 31 March, 2023, upon the existing terms and conditions including remuneration set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his tenure), with liberty to the Board of Directors to alter and vary the terms and conditions of his appointment in such manner as may be agreed to between the Board of Directors and Mr. O V Ajay, CEO.

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 is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

By Order of the Board of Directors

Place: Panaji, Goa
Date: May 6, 2022

Sanu Kapoor
Company Secretary
ACS-14065

Registered Office:
Honda, Sattari, Goa – 403 530
Tel : (+91) 832 2383003;
E-mail : sectl@acglgoa.com;
Website : www.acglgoa.com
CIN: L35911GA1980PLC000400

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by COVID-19", General Circular nos. 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 dated 5th May, 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021 and 5th May, 2022 respectively, in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') has vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, and SEBI/HO/CFD /CMD2/CIR/P/2021/11 dated 12th May, 2020 and 15th January, 2021 respectively (collectively referred to as 'SEBI Circulars'), permitted the holding of AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility without the physical presence of the members at a common venue. In compliance with the provisions of Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), MCA Circulars and the SEBI Circulars, the 42nd AGM of the Company is being held through VC/OAVM facility. The deemed venue for the 42nd AGM shall be the Registered office of the Company.
2. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('Act') relating to Special Business as set out at Item Nos. 4 to 10 of the accompanying Notice are annexed hereto. Further, the relevant details with respect to Item No.2 pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India ('ICSI'), as amended, in respect of the Directors seeking appointment/re-appointments are annexed hereto and forms part of this Notice convening the 42nd Annual General Meeting ('Notice'). Requisite declarations have been received from the Directors seeking appointment/re-appointments.
3. In terms of Section 152 of the Act, Mr. Aasif Huseini Malbari (DIN:07345077), Non-Executive Director, retiring by rotation at the AGM and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended for his re-appointment as set out at Item No. 2 of this Notice.
4. **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the Annual General Meeting 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 through VC/OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars and the SEBI Circulars. Accordingly, in terms of the MCA Circulars and the SEBI Circulars, the facility for appointment of proxies by the members will not be available for the 42nd AGM and hence the Proxy Form, Attendance Slip and the Route Map are not annexed to this Notice.
5. A Green Environment Initiative - The Company's philosophy focuses on making the environment greener for the benefit of posterity. In this regard, Your Company encourages its shareholders to register/update the e-mail ids for communication purpose thereby contributing to the environment. Members may kindly note that the Notice of AGM and the Annual Report will also be available on the Company's website.
6. Only registered Members of the Company may attend and vote at the AGM through VC/ OAVM.
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. Members attending the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company or Depositories or RTA. Members may note that this Notice of AGM and Annual Report 2021-22 are also available on the Company's website at www.acglgoa.com, and may also access the same from the relevant section of the website of the Stock Exchange i.e. www.bseindia.com and on the website of National Securities Depository Limited ('NSDL') i.e. www.evoting.nsdl.com.
10. The Notice of AGM along with the Annual Report 2021-22 will be sent to those members/beneficial owners whose name will appear in the Register of Members/list of beneficiaries received from the Depositories as on Friday, 20 May, 2022.
11. Members desiring any information/clarification on the accounts or any matter to be placed at the AGM are requested to write to the Company at sectl@acglgoa.com at least seven days in advance to enable the Management to keep information ready at the AGM.



12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection. Members seeking to inspect such documents can send an email to the Company at sectl@acglgoa.com.
13. Pursuant to the MCA Circular, the Company has published a newspaper advertisement requesting its Members, who are holding shares in physical mode and who have not registered their e-mail address with the Company, to register the same by sending an email to the Company at sectl@acglgoa.com and/or by sending a request to our RTA-TSR Consultants Private Limited through email at csg-unit@tcplindia.co.in.

The Members holding shares in demat form are requested to register their e-mail address with their Depository Participant ('DP') only. The registered e-mail address will be used for sending future communications.

14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
15. The Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such members after making requisite changes.
16. The Members holding shares in dematerialized mode are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc./NECS/mandates, nominations, power of attorney, to their DPs only and not to the Company's RTA. Changes intimated to the DPs will then be automatically reflected in the Company's records which will help the Company and its RTA to provide efficient and deter service to the Members.

In case of Members holding shares in physical form, such information is required to be provided to the Company's RTA - TSR Consultants Private Limited at C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai-400 083, in physical mode, quoting their Folio Number.

17. As per the provisions of Section 72 of the Act, the Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company by submitting Form No. SH-13 to the RTA. Members holding shares in electronic form may submit the same to their respective Depository Participants. The nomination form can be downloaded from the Company's website www.acglgoa.com. Members who require communication in physical form in addition to e-communication or have any other queries, may write to the RTA or the Company at its Registered Office address, quoting their folio number.

If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held in physical form.

18. **Mandatory update of PAN, KYC and Nomination details and linking of PAN and Aadhaar by holders of physical shares:** SEBI vide its Circular dated November 03, 2021 has made it mandatory for the shareholders holding shares in physical form to furnish PAN, KYC details and Nomination in the prescribed forms to the RTA of the Company. In case of failure to provide required documents and details as per the aforesaid Circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. Further, such frozen securities shall be referred by the RTA or the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as of December 31, 2025.

In compliance with the above stated Circular, the Company has sent individual communication to its shareholders holding shares in the physical form requesting them to update their PAN, KYC details and Nomination. In order to avoid freezing of folios, such members are requested to furnish details in the prescribed form as mentioned in the aforesaid SEBI circular along with the supporting documents, wherever required, to our RTA- TSR Consultants Private Limited, Registrar and Share Transfer Agent, for immediate action.



A copy of such forms can be downloaded from the website of the Company www.acglgoa.com at <https://acglgoa.com/information-to-investors/> or from the website of our RTA at www.tcplindia.co.in

In case of any query / assistance, members are requested to contact our RTA- TSR Consultants Private Limited at C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai-400 083 or through email at csg-unit@tcplindia.co.in.

19. Members are requested to note that dividend if not encashed for a period of seven (7) years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in and by sending a physical copy of the same, duly signed by them to the Company, along with requisite documents enumerated in the Form IEPF-5. Please refer to Corporate Governance Report which is a part of this report, for details including the due dates for transfer of unclaimed dividends.

Details of dividend unclaimed by Members for the past years which have not yet been transferred to the Central Government have been uploaded on the Company's website www.acglgoa.com. Members are encouraged to view the lists and lodge their claim with our RTA for dividends which have remained unclaimed.

Individual notices are sent to the concerned shareholders as well as an advertisement is published in the newspaper, requesting the shareholders to encash their unclaimed dividends before transfer to the IEPF.

20. SEBI vide its notification dated 24 January, 2022 has mandated that all requests for transfer of securities including transmission or transposition of securities held in physical or dematerialized form shall be processed in dematerialized form only. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holding to dematerialised form. Members can contact the Company's RTA for assistance in this regard.

Members may further note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.acglgoa.com and on the website of the Company's Registrar and Transfer Agents, TSR Consultants Private Limited ("TCPL") at www.tcplindia.co.in. It may be noted that any service request can be processed only after the folio is KYC Compliant.

21. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

A. GENERAL INSTRUCTION ON E-VOTING

- i. In compliance with provisions of Section 108 and all other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (the "Rules") and Regulation 44 of SEBI Listing Regulations as amended, SS-2, the MCA Circulars and SEBI Circulars and all other Notifications/circulars as may be applicable, the Company is providing its Members the facility to exercise their vote on resolutions proposed to be considered at the AGM by electronic means, by using the electronic voting system facility provided by National Securities Depository Limited ("NSDL").

With the said facility provided by NSDL for casting votes, the Members may vote either by remote e-Voting prior to the AGM or by remote e-Voting during the AGM.

- ii. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, June 17, 2022 ('cut-off date') shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting prior to the AGM or remote e-voting during the AGM. A person who is not a Member as on the Cut Off Date should treat this Notice of AGM for information purpose only.
- iii. The Members can opt for only one mode of remote e-voting i.e. either prior to the AGM or during the AGM. The Members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-voting during the Meeting. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.



- iv. The Board of Directors has appointed Mr. Shivaram Bhat, a practicing Company Secretary (Membership No. ACS 10454) as the Scrutinizer failing him Ms. Shubhangi Baichwal (Membership No. ACS 30181) (hereinafter referred to as "the Scrutinizer") to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner.

B. INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

Any person who acquires shares of the Company and becomes member's of the Company after the Notice is sent through e-mail and are holding shares as on the Cut Off Date i.e. Friday, 17 June, 2022, may create the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and Password for casting the vote. In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "**Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in demat mode.**"

The remote e-voting period begins on **Tuesday, 21st June, 2022 (9:00 a.m. IST) and ends on Thursday, 23rd June, 2022 (5:00 p.m. IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **cut-off date i.e. Friday, 17th June, 2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the **cut-off date i.e. Friday, 17th June, 2022**.

Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing June 21, 2022 to June 23, 2022 or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. The e-voting module shall be disabled by NSDL for voting thereafter.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





I) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="724 1451 1468 1854">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="724 1854 1468 1973">2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp



Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>



Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 or 022-23058542-43

II) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website ?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with NSDL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered



6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to a click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.sbhat@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com. For any grievances connected with the facility for e-voting, please contact Ms. Pallavi Mhatre, Sr. Manager, NSDL at evoting@nsdl.co.in OR call at toll free numbers 18001020990/1800224430.
4. Members may send a request to evoting@nsdl.co.in for procuring User ID and Password for e-voting by providing demat account number/ folio number, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card). If you are an Individual shareholder holding securities in dematerialized mode, you are requested to refer to the login method explained above.



III) THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting, since the AGM is being held through VC/OAVM.
2. The Remote e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
3. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

C. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come-first-served basis.
3. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Sr. Manager - NSDL on evoting@nsdl.co.in or call on toll free no: 1800 1020 990 and 1800 22 44 30.
4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / Folio Number, PAN, Mobile Number at cs@acglgoa.com from June 18, 2022 (9:00 A.M. IST) to June 20, 2022 (5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
5. 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.

D. DECLARATION OF RESULTS ON THE RESOLUTIONS:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) within two (2) working days from the conclusion of the AGM, submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any and whether the resolution(s) has/have been carried or not, to the Chairman or a person authorised by him in writing.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.acglgoa.com and on website of NSDL www.evoting.nsdl.com and will also be communicated to BSE Limited, where the equity shares of the Company are listed.
3. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. Friday, June 24, 2022.

Place: Panaji, Goa
Date: May 6, 2022

By Order of the Board of Directors

Registered Office:

Honda, Sattari, Goa – 403 530
Tel : (+91) 832 2383003;
E-mail : sectl@acglgoa.com;
Website : www.acglgoa.com
CIN: L35911GA1980PLC000400

Sanu Kapoor
Company Secretary
ACS-14065



EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013 ('Act')]

The following Explanatory Statement sets out all the material facts relating to the Item Nos. 3 to 10 of the accompanying Notice dated 6 May, 2022.

Item No. 3

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), however, the same is strictly not required as per Section 102 of the Act.

The Members at 37th Annual General Meeting held on 27 July, 2017 had approved the appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) ('BSR') as Statutory Auditors of the Company for a period of five (5) consecutive years until the conclusion of the 42nd AGM of the Company to be held in the year 2022, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company.

After evaluations and considering various factors and based on the recommendations of the Audit Committee, the Board of Directors, at its meeting held May 6, 2022, proposed re-appointment of M/s. B S R & Co. LLP, Chartered Accountants, (Firm registration No. 101248W/W-100022), as the Statutory Auditors of the Company for the second term of five consecutive years commencing from the conclusion of the 42nd (Forty-second) AGM till the conclusion of the 47th (Forty-seventh) AGM of the Company to be held in the year 2027 at a remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditors.

The Board of Directors has approved a remuneration of Rs.27.30 Lakhs for conducting the audit for the financial year 2021-22, excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals. The remuneration proposed to be paid to the Statutory Auditors during their second term shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

BSR has given its consent for its re-appointment as Statutory Auditors of the Company and have issued certificate confirming that their re-appointment, if made, will be in accordance with Section 139 read with Section 141 of the Act.

BSR is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India (ICAI). BSR has offices in various cities across the Country including Mumbai, Pune, Bengaluru, Hyderabad, Chennai. BSR is a multi-disciplinary Audit Firm catering to various clients in diverse sectors. BSR holds the 'Peer Review' certificate as issued by 'ICAI'. BSR audits various companies listed on stock exchanges in India

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

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No.3 of the Notice.

Item No. 4

The Company is an Associate of Tata Motors Limited ('TML'), which along with its group companies holds 49.77% of the paid up equity capital of the Company.

TML is a related party pursuant to Regulation 2 (1) (zb) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') as amended and in terms of section 2(76) of the Companies Act, 2013 as amended. The estimated value of transactions with TML for the financial year 2022-23 will be Rs.62,500/- Lakhs, which would breach the materiality threshold of 10% of the annual turnover of the Company i.e. Rs.2809/- Lakhs as per last audited financial statements of the Company for the financial year 2021-22 or Rs.1,000 Crores, whichever is lower. TML is the single largest customer of the Company.

The Members approval was obtained by an ordinary resolution for material related party transactions with TML for the value of Rs.30,000 Lakhs at the 41st Annual General Meeting held on 25 June, 2021, for the financial year 2021-22. To ensure uninterrupted operations, approval of the Member is being sought to enter into material related party transaction(s) with TML for an amount of Rs. 62,500 Lakhs considering the operations of the Company for the financial year 2022-23. These transactions are in the ordinary course of business and on arm's length basis.

Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') as amended, approval of the Members through ordinary resolution is required for all material related party transactions even if they are entered into in the ordinary course of business and on arm's length basis.



Hence, it is proposed to secure the Members' approval for the related party contracts/ arrangements/transactions to be entered into with TML during the financial year 2022-23, pursuant to the provisions of Regulation 23 of the SEBI Listing Regulations, as per the Resolution set out at Item No. 4 of the Notice.

The details of the contracts/agreements/transactions that require the Member's approval are given below

Particulars	Remarks
Name of Related Party	Tata Motors Limited (TML)
Nature of relationship with ACGL including nature of its concern or interest (financial or otherwise)	Promoters/ Enterprise exercising significant influence/ Investing Company
Name of Director(s) or Key Managerial Personnel who is related, if any	None of the Directors or Key Managerial Personnel, are concerned/interested in the resolution financially or otherwise
Type of the proposed related party transactions with Tata Motors Limited ('RPTs')	The following transactions are in the ordinary course of business and are conducted on an arm's length basis: a. Sale and purchase of goods, equipments b. Services rendered/received, c. Interest Expense/Income, d. Discount given by the Company/ Discount received by the Company, e. Warranties given/received, f. Recoveries, g. Reimbursement of expenses, h. Deputation charges, i. Royalty payment, j. Inter Corporate Deposit (ICDs) transactions k. Any transfer of resources, services or obligations to meet its objectives/requirements and applicable taxes on such transactions as per law in force.
Material terms and particulars of the proposed contracts/arrangements/ transactions	Terms and Conditions for proposed transactions in the ordinary course of business and on arm's length basis: <ul style="list-style-type: none"> • Manufacturing activities are carried out as per the specifications provided by TML • Pricing - Profit linked approach, Business/Commercial reasons and Comparable rates/quotations. • Indirect Taxes as applicable • Currency - Rupees
Tenure of the RPTs	These transactions have been undertaken since inception of the Company from time to time as per the needs of business. Approval is sought for the financial year 2022-23.
Value of proposed transactions	Rs. 62,500 Lakhs (including ICDs)
Percentage of the Company's Annual Turnover on a standalone basis for the immediately preceding FY	Approx. 82%
Additional Information in case of Loans, ICDs/ advances or investments made or given: i. details of the source of funds in connection with the proposed transaction; ii where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: a) nature of indebtedness; b) cost of funds; c) tenure	i. Surplus Funds created due to profits from operation ii. No



S. NO.	Particulars	Remarks
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	iii. Interest rate not lower than Government Securities as per tenure; Repayable on demand by TML; Unsecured iv. For the business activities arising in the normal course of operations
	Justification as to why RPT is in the interest of the Company	TML is the single largest customer contributing around 82% to 90% of total turnover of the Company during the last three financial years and this has ensured continuity of business of the Company.
	Copy of valuation or other external report if any relied upon	All contracts with the related party defined as per Section 2(76) of the Act are reviewed for arm's length testing by the consultant engaged by the Company and by the Statutory Auditors.
	Any other information	The proposed RPTs are necessary, ordinary and incidental to business as also play a significant role in the Company's business operations.

Aggregate Value of the transactions with TML for the last three years:

Financial Year	*Aggregate Value of all transactions (Rs. in Lakhs)
2019-2020	29,190.98
2020-2021	8,810.98
2021-2022	30,502.75
* Including Taxes as applicable	

The Audit Committee approved the said related party contracts/agreements/transactions at its meeting held on 6 May, 2022 and based on the recommendation of the Audit Committee, the Board of Directors approved the said related party contracts / agreements / transactions at its meeting held on 6 May, 2022

The Board recommends the Ordinary Resolution set out at Item No.4 of the Notice, for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

Item No. 5

Tata Cummins Private Limited ("TCPL") is a related party of the Company, pursuant to Regulation 2(1)(zb) of the SEBI Listing Regulations and the Section 2(76) of the Companies Act, 2013 as amended. The estimated value of transaction with TCPL for financial year 2022-23 will be Rs.5,000 Lakhs, which would breach the materiality threshold of 10% of the annual turnover of the Company i.e. Rs. 2809/- Lakhs as per last audited financial statements of the Company for the financial year 2021-22 or Rs.1,000 Crores, whichever is lower.

The Members approval was obtained by an ordinary resolution for material related party transactions with Tata Cummins Private Limited for the value of Rs.4,000 Lakhs at the 41st Annual General Meeting held on 25 June, 2021, for the financial year 2021-22. To ensure uninterrupted operations, approval of the Members is being sought to enter into material related party transaction(s) with TCPL for an amount of Rs. 5,000 Lakhs for the financial year 2022-23. These transactions are in ordinary course of business and on arm's length basis.

Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), approval of the Members through ordinary resolution is required for all material related party transactions even if they are entered into in the ordinary course of business and on arm's length basis.

Hence, it is proposed to secure the Members' approval for the related party contracts/ arrangements/transactions to be entered into with TML during the financial year 2022-23, pursuant to the provisions of Regulation 23 of the SEBI Listing Regulations, as per the Resolution set out at Item No. 5 of the Notice.



The particulars of the contracts/agreements/transactions that require for the Member's approval are as follows:

Particulars	Remarks
Name of Related Party	Tata Cummins Private Limited ('TCPL')
Nature of relationship with ACGL including nature of its concern or interest (financial or otherwise)	2(76)(iv)- A Private Company in which a director, manager or his relative is a member or director. Mr. Girish Wagh, Non-Executive Non Independent Director is a Non-Executive Non-Independent Director on the Board of TCPL.
Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Girish Wagh serves a Non-executive Non-independent director on the Board of both the Companies.
Nature of related party transactions with Tata Cummins Private Limited ('RPTs')	The following proposed transactions are in the ordinary course of business and are conducted on an arm's length basis: a. Sale of goods b. Discount given by the Company and/or Discounts received by the Company c. Any transfer of resources, services or obligations to meet its objectives/requirements and applicable taxes on such transactions as per law in force.
Material terms and particulars of the proposed contracts/arrangements/ transactions	Terms and Conditions for proposed transactions in the ordinary course of business and on arm's length basis are: <ul style="list-style-type: none"> • Manufacturing activities are carried out as per the specifications provided by Tata Cummins Private Limited with Production Part Approval Process (PPAP) Certification and Engineering Source Approval. • Amortization of tooling cost by TCPL. • Pricing based on available drawings, volume projections and subject to commercial discussions between the parties on the transaction on pro tempore/transitional basis. • Standard TCPL warranty terms for Automotive and Power Generation Genset Applications. • Bailment Contract for dies produced exclusively for manufacturing TCPL products, upon full payment of the said dies. • Volume discount given • Indirect Taxes as applicable. • Currency – Rupees
Tenure of the RPTs	These transactions have been undertaken since 1995, from time to time as per the needs of business. Approval is sought for the financial year 2022-23.
Value of proposed transactions	Rs. 5,000 Lakhs
Percentage of the Company's Annual Turnover on a standalone basis for the immediately preceding FY	Approx. 7%
Additional Information in case of Loans, ICDs/ advances or investments made or given: i. details of the source of funds in connection with the proposed transaction; ii where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: a) nature of indebtedness; b) cost of funds; c) tenure iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable



Particulars	Remarks
Justification as to why RPT is in the interest of the Company	The revenue contributed from the Pressings Segment has significantly increased over the years, owing to increase in sale volumes majorly to Tata Cummins Private Limited, which is likely to increase in the coming years.
Copy of valuation or other external report if any relied upon	All contracts with the related party defined as per Section 2(76) of the Act are reviewed for arm's length testing by the consultant engaged by the Company and by the Statutory Auditors.
Any other information	The proposed RPTs are necessary, ordinary and incidental to business as also play a significant role in the Company's business operations.

Aggregate Value of the transactions with TML for the last three years:

Financial Year	*Aggregate Value of all transactions (Rs. in Lakhs)
2019-2020	978.98
2020-2021	1,455.44
2021-2022	2,496.96
* Including Taxes as applicable	

The Audit Committee approved the said related party contracts/agreements/transactions at its meeting held on 6 May, 2022 and based on the recommendation of the Audit Committee, the Board of Directors approved the said related party contracts / agreements / transactions at its meeting held on 6 May, 2022

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice, for the approval of Members.

Except Mr. Girish Wagh and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

Item No. 6

The Company is an associate company of Tata Motors Limited ('TML'). In order to make optimum use of the funds available with the Company, the Company has been giving Inter Corporate Deposits (ICDs) to TML and has also availed Bill Discounting Facility from Tata Capital Financial Services Limited for invoices raised on Tata Motors Limited towards sale of the Company products. As per the terms of the sanction of the said Bill Discounting facility, Tata Capital Financial Services Limited has got second recourse to recover the amount under the said facility from the Company, which amounts to giving guarantee for TML, by the Company in connection with the said Bill Discounting Facility.

Pursuant to Section 186 of the Companies Act, 2013 ('Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, the Company can give loan or give any guarantee or provide security in connection with a loan, to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, only with approval of the Members by a special resolution passed at the general meeting.

Based on the projections and current sales of the Company, the aggregate amount of ICDs/ loans, guarantees and securities and investments is likely to exceed the prescribed limit under Section 186 of the Act.

In view of the above and considering the long term business plans of the Company, which requires the Company to make loans / investments and issue guarantees / provide securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits.

Hence, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of a special resolution, up to a limit of Rs.260,00,00,000/- (Rupees Two Hundred and Sixty Crores only), as proposed in the Notice, notwithstanding the fact that the same exceeds the limits provided under the Section 186 of the Act.

The above proposal is in the interest of the Company and the Board recommends the Special Resolution set out at Item No.6 for approval by the Members.



None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution set out at Item No.6 of the Notice.

Item No. 7 and 8

The Company has availed Bill Discounting Facility of Rs.5,000 Lakhs as on 31/03/2022 from Tata Capital Financial Services Limited ('TCFSL') for discounting the invoices raised on Tata Motors Limited ('TML') towards sale of the Company products. Based on the current sales and future projections for the FY 2022-23, there is need to enhance the limit of the said Bill Discounting Facility availed from TCFSL. As per the sanction terms, TCFSL has second recourse to the Company for recovery of any unpaid amount, if any, by TML. This is treated as Borrowing in the financial statements.

Further, keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may require to raise finance from various Banks and/or Financial Institutions and/or Bodies Corporate, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital, free reserves and securities premium as on 31/03/2022 of the Company. In view of the above, it is proposed to borrow, at any one time, amount not exceeding 110,00,00,000 (Rupees One Hundred and Ten Crores Only) or the aggregate amount of the paid-up capital, free reserves and securities premium of the Company whichever is higher,.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital, free reserves and securities premium of the Company, at any one time except with the consent of the Members of the Company, by a special resolution in a general meeting.

It is further stated that for the borrowings, the Company might be required to mortgage and/or create charge on the movable and immoveable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company in favour of the lender(s) and/or trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s), from time to time, subject to the limits approved by Members under Section 180(1)(a) of the Act.

Therefore, it is necessary to pass resolutions under Section 180(1)(c) and Section 180(1)(a) of the Act for empowering the Board of Directors or its Committees thereof, to borrow moneys in excess of the paid-up capital, free reserves and securities premium and for creation of mortgage/charge on the moveable and immoveable assets and properties of the Company as set out in the Resolutions at Item Nos. 7 and 8, respectively.

The above proposal is in the interest of the Company and the Board recommends the Special Resolution as set out at Item Nos. 7 and 8 for approval by the Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item Nos. 7 and 8 of the accompanying Notice.

Item No.9

At the 40th AGM held on 24 July, 2020, the Members approval was obtained by an ordinary resolution for payment of commission to Non-Executive Directors of the Company, of a sum not exceeding 1% per annum of the net profits of the Company, calculated in accordance with Section 198 of the Companies Act, 2013 to be paid to and distributed amongst the directors other than the CEO & whole-time directors of the Company for the Financial Year 2020-21. However, taking into consideration the financial performance and the profitability, of the Company, the Non-Executive Directors including the Independent Directors opted for no commission for the financial year 2020-21 and 2021-22.

The Non-Executive Directors and the Independent Directors of your Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas and play an important role of laying down policies and providing direction for conduct of the Company's business. By the valued contribution made by these Directors, through their active participation in the meetings of the Board and its Committees, the Company has been benefitting over the years.

With the enhanced Corporate Governance requirements under the Act and the SEBI Listing Regulations, the role and responsibilities of the Board, particularly Independent Directors have become more onerous, requiring greater time commitments, attention and a higher level of oversight.

In view of the above, the Nomination and Remuneration Committee ('NRC') and the Board of Directors at their respective meetings held on May 6, 2022 recommended and approved payment of commission not exceeding 1% of the net profits of the Company for each year, for a period of three Financial Year commencing from April 1, 2022, in terms of Section 197 of the Companies Act, 2013 (Act) read with Schedule V, computed in accordance with the provisions of Section 198 of the Act, subject to the approval of the Members at the ensuing AGM.



The Board of Directors or a Committee thereof will determine each year the specific amount to be paid as commission to the Non Executive Directors within the approved limit. This commission shall be in addition to fees payable to the Director(s) for attending meetings of the Board/ Committees or for any other purposes as may be decided by the Board and reimbursement of expenses for participation in the Board and Committee meetings.

Regulation 17(6) of the SEBI Listing Regulations authorises the Board of Directors to recommend all fees and compensation, if any, paid to Non-Executive Directors, including Independent Directors and the same would require approval of members in general meeting.

The Board recommends the Ordinary Resolution set out at Item No.9 of the Notice for approval by the Members.

Accordingly, the Members' approval is sought by way of an Ordinary Resolution for payment of commission to the Non-Executive Directors including the Independent Directors as per the said Ordinary Resolution set out at Item No.9 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in, the Resolution set at Item No.9 of the Notice, financially or otherwise, except the Non-Executive Directors and all the Independent Directors to the extent of the commission that may be received by them excluding the Company's Chairman, Mr. Shrinivas Dempo who has opted not to receive any such commission.

Item No. 10:

- A. Mr. O V Ajay (DIN : 07042391) has been initially appointed as the CEO & Executive Director and KMP of the Company on January 14, 2015 for a period of three years. At the 38th Annual General Meeting of the Company held on July 28, 2018, Mr. O V Ajay was re-appointed to continue to hold office for the period of 5 years effective January 14, 2018 to January 13, 2023, subject to review by the Board of Directors after 3 years from commencement of contract.
- B. Upon the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on May 28, 2020 recommended fresh approval of the Members at the 40th Annual General Meeting held on 24 July, 2020 for continuation of Mr. O. V. Ajay as CEO & Executive Director of the Company upto January 13, 2023 and for payment of remuneration during the period commencing from April 01, 2020 till the end of the tenure i.e. January 13, 2023.
- C. Mr. O V Ajay has been deputed by the Company's promoter Tata Motors Ltd (TML) and as per the policy of TML, his retirement date is 31 March, 2023. In view of this, upon the recommendation of the Nomination and Remuneration Committee, the Board proposed to obtain approval of the Members for the extension of term of Mr. O V Ajay as CEO & Executive Director for a period from January 14, 2023 upto his retirement date i.e. 31 March, 2023 on the existing terms and conditions including remuneration as approved by the Members in 40th Annual General Meeting held on 24 July, 2020 and is furnished herein below:

Payment of remuneration, deputation charges, benefits, allowances, incentive, commission and perquisite to Mr. O V Ajay shall be within the overall limits as given below and as may be approved by the Board from time to time.

Particulars	Terms of Appointment
Basic Deputation Charges Scale	Rs 5,50,000 pm to 7,00,000 pm
Incentive Remuneration	As awarded by the Board not exceeding 200% of deputation charges to be paid annually.
Commission	At the discretion of the Board subject to limits specified under the Companies Act, 2013
Perquisites & Allowances	
Minimum Remuneration in case of inadequacy of profits during any financial year	Such amount of Deputation charges, Incentive Remuneration and perquisites as per Schedule V of the Companies Act, 2013
Notice period on either side	6 months
Severance fees payable by the Company for terminating employment	6 months' salary

1. Tenure of appointment:
Extended up to March 31, 2023 ("Term")
2. Terms of Employment and Nature of Duties:
Mr. O V Ajay is on deputation from Tata Motors Limited. Subject to the approval of the Board of Directors and/or the Nomination Remuneration Committee of the Company and such other approvals as may be required, he shall be entitled to the remuneration as mentioned above. Out of the above, the remuneration which would be directly paid by Tata Motors Limited will be charged back to the Company as Deputation charges plus taxes, as may be applicable from time to time.



The CEO & Executive Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

The CEO & ED shall also accept and discharge such other duties as may be assigned to him by the Board from time to time and which can be reasonably expected of him in consideration of his position as the CEO & ED.

3. The Company's performance as recorded in the preceding five years (as below) was under the leadership of Mr O V Ajay. (Rupees in Crores)

Financial Highlights	2021-22	2020-21	2019-20	2018-19	2017-18
Profit/ (Loss) after Tax	2.17	(11.78)	9.66	20.14	20.68
Total Revenue	289.07	126.13	343.55	436.18	497.63

4. Mr. O V Ajay has taken various initiatives to improve the performance, to strengthen and reshape the business strategies, product portfolio and other value-added services that enabled the Company to emerge as a stronger business player despite the weak business environment.
5. Mr. O V Ajay was appointed Additional Director on December 16, 2014 and he took over as the CEO and Executive Director on January 14, 2015 when the Company was going through a critical phase in the backdrop of poor industrial relations and weak order book. With his academic qualifications and the vast experience which he brings from Tata Motors in a similar field, Mr. O V Ajay brought a very clear vision and foresight to the management of the Company. A number of bus models have been introduced by the Company to offer variety, comfort and passenger safety at a competitive cost. Under his leadership and guidance, the Company has done extremely well on all counts including number of buses sold and the profit earned. As one of the spearheaded initiative, he relentlessly drove the efforts to build a strong marketing foundation for the Company. His robust leadership ensured that the Company maintain its' industry leadership in the most challenging environment and sustain its profitability even during the tightest competition scenario in the industry.
6. Pursuant to the provisions of Section 197 read together with Schedule V of the Act, in respect of the payment of managerial remuneration in case of no profits or inadequacy of profits as calculated under Section 198 of the Act, the Company may pay such remuneration upto the ceiling limits as specified in Schedule V, provided the Members' approval by way of a ordinary / special resolution has been passed for payment of remuneration for a period not exceeding 3 years.

The Board recommends the Special Resolution as set out at Item No.10 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said Resolution, except for Mr. O V Ajay.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE ACT

I	General Information					
1	Nature of Industry		Manufacture of Bus Bodies & Sheet Metal Components			
2	Date of Commencement of Commercial Production		The Company was incorporated on September 1, 1980 and Commencement of Business Certificate was granted on January 23, 1981. The Company had since commenced its business.			
3	Financial performance based on given indicators		(Rupees in Crores)			
	Financial Highlights	2021-22	2020-21	2019-20	2018-19	2017-18
	Profit/ (Loss) after Tax	2.17	(11.78)	9.66	20.14	20.68
	Total Revenue	289.07	126.13	343.55	436.18	497.63
4	Foreign investments or collaborators, if any		The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company. Foreign investors, mainly comprising of FIIs and NRIs are investors in the Company on account of past issuances of securities/secondary market purchases.			



II Information about appointee		
1	Background Details	Mr. O V Ajay took charge as the CEO and Executive Director of the Company effective January 14, 2015. Before this assignment, he worked with Tata Motors Limited Jamshedpur Plant as a Graduate Engineer Trainee in the year 1985 and has handled diverse functions during his 29 years there. Starting with maintenance of the Engine and Gearbox divisions, he rose to head the Electronics Division. Subsequently, he was the head of the Central Tool Room where he lead a team that successfully developed dies and fixtures for the prestigious Tata Prima Truck. He then shifted to head the Planning function and during his tenure, Tata Motors Jamshedpur executed major modernization and capacity expansion projects. Prior to being deputed to ACGL as Chief Operating Officer (COO), he was General Manager (Technical) at the Tata Motors' Jamshedpur Plant, responsible for the Planning, Toolroom, Utilities, Engineering Change Management, Standards and New Vehicle Productionization.
2	Past Remuneration Details	Remuneration to the CEO & ED for the FY 2021-22; Rs 1.16 crore consisting of; Salary - Rs. 0.76 crore Perquisites - Rs 0.10 crore Incentive Remuneration of - Rs 0.30 crore as provided in the books (paid Rs. 0.20 crore during the FY 2021-22 for the FY 2020-21)
3	Recognition & Awards	Mr. O V Ajay Participated in TML CVBU and SPD Vendor meets in the Financial years 2016, 2017 and 2019 held in Pune. During FY 2017 he received "Highest TGP Pre-Packaging Implementation Award" on behalf of the Company.
4	Job profile and his suitability	Please refer point no 2 of the Explanatory Statement
5	Remuneration Proposed	As detailed under "C" above.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Not readily available for the similar size of organization. The Remuneration of CEO and Executive Director is decided by the Nomination and Remuneration Committee of the Board based on the Company's performance, the performance/track record of the CEO and Executive Director and the responsibility shouldered by him.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration paid/payable to Mr. O. V Ajay, there is no pecuniary relationship with the Company or with the managerial personnel of the Company.
III Other Information		
1	Reasons of loss or inadequate profits	Members are requested to refer to point no 3 under the above Point I General Information for financial performance for past five years. Further, the Indian automotive sector was already struggling in Financial Year 2019-20 due to slow economic growth, BS-VI transition, liquidity issue with retail dealers and the ongoing lockdowns across India and the rest of the world starting from March 23, 2020 and continued impact of Covid-19 during the FY 2020-21 and 2021-22
2	Steps taken or proposed to be taken for improvement	The Company has taken various initiatives to maintain its leadership, improve business share and the financial performance. Efforts are also being made to optimize operations, marketing strength both for Bus and Sheet Metal division and cost control to sustain in the wake of adverse situations. The results of which are visible during the FY 2021-22 where company has achieved profitability despite downturn in the revenue in comparison to financial years before the start of Covid-19.



3	Expected increase in productivity & profits in measurable terms	Vigorous efforts of own marketing targets, cost control, quality initiatives and focus on operational improvements would help the Company in terms of profitability in the years to come. Though the Automobile Industry is witnessing a continued slowdown, in anticipation of revival of the overall economy in future, the above step from the Company is expected to improve the Company's performance and profitability. Whilst weak market trend witnessed in FY 2019-20, continued in FY 2020-21 and 2021-22, due to COVID-19 pandemic, there are signals of an economic recovery in FY 2022-23.
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By Order of the Board of Directors

Place: Panaji, Goa
Date: May 6, 2022

Sanu Kapoor
Company Secretary
ACS-14065

Registered Office:

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ANNEXURE TO THE NOTICE

Details of Directors seeking appointments at this Annual General Meeting
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 on General Meetings]

Particulars	Mr. Aasif Malbari
Director Identification Number (DIN)	07345077
Date of Birth & Age	2nd October, 1974, 47 years
Date of Appointment on the Board	8th July, 2019
Qualifications	B.COM, Chartered Accountant, Company Secretary
Brief profile	Mr Aasif Malbari is presently designated as CFO, Tata Passenger Electric Mobility Limited and Director, Tata Motors Passenger Vehicles Limited. He has been working with Tata Motors Group as Vice President Finance since 2018. Mr Aasif Malbari has 20 years' experience with (Hindustan Unilever Limited (HUL) across finance, buying and Supply chain. Further his career included Stints as Business Finance, Supply chain Finance, Business Commercial, Buying, Planning & Logistics, Controllershship, Treasury & Investor Relations.
Nature expertise in specific functional areas	Financial Expertise and Business Planning.
Shareholding in the Company	Nil
Number of Board Meetings attended during the year 2021-22	Four
Directorship held in other Companies [Excluding foreign, private and Section 8 Companies]	Tata Motors Passenger Vehicles Ltd (previously know as TML Business Analytics Services Ltd)
Chairmanship and Membership in the Committees of Other Boards of Companies in which he is Director	Nil
Relationship between directors interse and relationships with other Key Managerial Personnel of the Company	Mr. Malbari is not related to any other Director and/or Key Managerial Personnel of the Company.
Terms & conditions of appointment/re- appointments	Mr. Malbari is a Non-Executive Non-Independent Director. He is liable to retire by rotation and being eligible has offered himself for re-appointment
Names of the other listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years;	None
Shareholding of non-executive director in the Company, including shareholders as a beneficial owner.	Nil

For other details such as number of meetings of the Board attended during the year, remuneration drawn in respect of the above Director, please refer to the Corporate Governance Report which is of part of this report.