

ASAL

Automotive Stampings and Assemblies Limited

CIN: L28932PN1990PLC016314

SE/ 2021-22
July 31, 2021

The Executive Director,
BSE Limited
Corporate Relationship Department, 1st
Floor, New Trading Ring, Rotunda
Bldg., P.J. Towers, Dalal Street,
Mumbai 400 001
Scrip Code: **520119**

The Executive Director,
National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra (East),
Mumbai 400 051
Scrip Code: **ASAL**

Dear Sir / Madam,

Sub: Submission of Postal Ballot Notice

In line with the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we enclose herewith Notice of Postal Ballot dated July 24, 2021, seeking approval of Members by way of Ordinary Resolution for following business:

1. To approve Related Party transactions of the Company with Fiat India Automobiles Pvt. Ltd. (FIAT)
2. To approve Related Party transactions of the Company with Tata Steel Downstream Products Limited (TSDPL)
3. To approve Related Party transactions of the Company with Tata Ficosa Automotive Systems Private Limited (TFASPL)

The above mentioned businesses have been approved by the Board of Directors of the Company in the Board Meetings held on July 24, 2021 subject to approval of Members.

Dates of events relevant to Postal Ballot are as below:

Sr. No.	Particulars	Dates
1	Date of Completion of dispatch of Notice (only by electronic means) to members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on Friday, July 23, 2021	Saturday, July 31, 2021
2	Date of Commencement of e-Voting	Sunday, August 01, 2021
3	Date of Ending of e-Voting ("Last Date")	Monday, August 30, 2021
4	Results of Postal Ballot	On or before September 01, 2021

Website: www.autostampings.com
Regd Office TACO House, Plot No- 20/B FPN085, V G Damle Path, Off Law College Road, Erandwane, Pune 411004
Chakan Gat No. 427, Medankarwadi Chakan Tal. Khed. Dist. Pune - 410 501 Tel. 91 2135 679901-05
Halol Survey No. 173, Village Khakharia, Taluka Savali, Dist. Vadodara, Halol - 389 350, Gujarat. Telefax: 91 2667 268042
Uttarakhand Plot No. 71, Sector 11, Integrated Industrial Estate Pantnagar, US Nagar 263153 State- Uttarakhand Tel. 91 9219415653
A TATA Enterprise



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Automotive Stampings and Assemblies Limited

CIN: L28932PN1990PLC016314

Postal Ballot Notice, along with the Explanatory Statement, is uploaded on the website of the Company at www.autostampings.com

We request you to take the same on Record.

Thanking you,

Yours Faithfully,

For **Automotive Stampings and Assemblies Limited**



Prasad Zinjurde
Company Secretary and Compliance Officer
M.No. A54800
Encl: As above



Website: www.autostampings.com

Regd Office: TACO House, Plot No- 20/B FPN085, V G Damle Path, Off Law College Road, Erandwane, Pune- 411004

Chakan: Gal No 427, Medankarwadi, Chakan Tal. Khed Dist: Pune -410 501 Tel 91 2135 679801-05

Halol: Survey No 173, Village Khakharia, Taluka: Savali, Dist: Vadodara, Halol -389 350, Gujarat Telefax 91 2667 288042

Uttarakhand: Plot No 71 Sector 11 Integrated Industrial Estate Pantnagar, US Nagar 263153 State- Uttarakhand Tel 91 9219415663

A TATA Enterprise

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Automotive Stampings and Assemblies Limited

CIN:L28932PN1990PLC016314

Registered Office: TACO House, Plot No- 20/B FPN085, V.G. Damle Path,
Off Law College Road, Erandwane,

Pune: 411004, Maharashtra, Tel.: 91 20 66085000 Fax: 91 20 6608 5034

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

POSTAL BALLOT NOTICE

Dear Member,

Notice is hereby given pursuant to Sections 110 and 108 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), for seeking approval of the members of the Company to the resolutions appended below, proposed to be passed through Postal Ballot ("Postal Ballot") by way of voting through electronic means (remote e-voting).

As per Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 ("Rules"), the consent of the Company's shareholders for the above purpose is required to be obtained by means of a postal ballot. In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" read with General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No.02 / 2021 dated January 13, 2021 and General Circular No.10 / 2021 dated June23, 2021 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Circular No. SEBI / HO / CFD / CMD1 / CIR / P / 2020 / 79 dated May 12, 2020 and SEBI / HO / CFD / CMD2 / CIR / P / 2021 / 11 dated January 15, 2021 issued by the Securities and Exchange Board of India ('SEBI Circulars'), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. Further, as per the provisions of the Act, read with the Rules and the SEBI (LOOR) Regulation 2015 the Company is required to provide to its Members facility to exercise their right to vote by electronic means. Accordingly, instructions for e-voting have been provided hereunder.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The proposed resolutions and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto forms part of this Postal Ballot Notice ("Notice").

In accordance with MCA Circulars, Members are requested to communicate their assent or dissent through the e-voting system only. Members are also requested to carefully read all the instructions given in the Notes.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on Saturday July 24, 2021, has appointed Mr.Prajot Tungare (Membership No. FCS 5484) of M/s Prajot Tungare and Associates, Practicing Company Secretaries, Pune as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Resolution will be deemed to have been passed on the date of declaration of the results of the postal ballot, if approved by the requisite majority.

PROPOSED ORDINARY RESOLUTION

1. To approve Related Party transactions of the Company with Fiat India Automobiles Pvt. Ltd. (FIAT)

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

“RESOLVED THAT, in supersession of earlier Resolution passed by members of the Company in the 31st AGM held on May 28, 2021 pursuant to the applicable provisions of Section 188 and any other applicable 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, in continuation of omnibus approval of Audit Committee and transactions reviewed / approved by Audit Committee at its meeting held on July 15, 2019, October 17, 2019, January 23, 2020, July 8, 2020, January 28, 2021 and July 24, 2021 consent of the Members of the Company be and is hereby accorded to enter or to continue 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, expenses, sale or purchase of fixed assets to /from FIAT, any transaction from time to time in the nature of loan / advance, short term /long term loan, Inter Corporate Deposits from FIAT with or without interest / charges thereon including rollover / extension of maturity / repayments 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 five (5) financial years with effect from April 1, 2021, with FIAT a Related Party, up to an estimated annual value of ₹200 Crore (Rupees Two Hundred and Eighty Crores 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 authorized to negotiate and finalize other terms and conditions and to do all such acts, deeds and things including but not limited to delegation of powers as may be necessary, proper or expedient to give effect to this Resolution.”

2. To approve Related Party transactions of the Company with Tata Steel Downstream Products Limited (TSDPL)

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

“RESOLVED THAT, in supersession of earlier Resolution passed by the members of Company in its 28th AGM held on June 05, 2021 & pursuant to the applicable provisions of Section 188 and any other applicable 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, in continuation of omnibus approval of Audit Committee and transactions reviewed/ approved by Audit Committee at its meeting held on July 28, 2017, October 23, 2017, January 29, 2018, April 26, 2018, January 28, 2021 and July 24, 2021 consent of the Members of the Company be and is hereby accorded for entering into transaction(s) of sale, supply / purchase of goods, materials, tools, dies, fixtures etc., selling or otherwise disposing of or buying, leasing of property of any kind to / from TSDPL, rendering / availing of any services to / from TSDPL, warranty expenses, sale or purchase of fixed assets to / from TSDPL, 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, 2021, with TSDPL a Related Party, up to an estimated annual value of ₹ 150 Crore (Rupees Hundred and Fifty 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 TSDPL.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to negotiate and finalize 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.”

3. To approve Related Party transactions of the Company with Tata Ficosa Automotive Systems Private Limited (TFASPL)

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, in continuation of omnibus approval of Audit Committee and transactions reviewed/ approved by Audit Committee at its meeting held on July 24, 2021 consent of the Members of the Company be and is hereby accorded for entering into transaction(s) of sale, supply / purchase of goods, materials, tools, dies, fixtures etc., selling or otherwise disposing of or buying, leasing of property of any kind to / from TFASPL, rendering / availing of any services to / from TFASPL, warranty expenses, sale or purchase of fixed assets to / from TFASPL, 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, 2021, with TFASPL a Related Party, up to an estimated annual value of ₹. 5 Crore (Rupees Five 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 TFASPL.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to negotiate and finalize 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.”

BY ORDER OF THE BOARD

For **Automotive Stampings and Assemblies Limited**

Prasad Zinjurde

Company Secretary and Compliance Officer

Date: 24th July, 2021

Place: Pune

NOTES

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) stating material facts and reasons for the proposed resolution is annexed hereto.
2. As per Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (“Rules”), the consent of the Company’s shareholders for the above purpose is required to be obtained by means of a postal ballot and in view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” read with General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No.02 / 2021 dated January 13, 2021 and General Circular No.10 / 2021 dated June23, 2021 issued by the Ministry of Corporate Affairs (‘MCA Circulars’) and Circular No. SEBI / HO / CFD / CMD1 / CIR / P / 2020 / 79 dated May 12, 2020 and SEBI / HO / CFD / CMD2 / CIR / P / 2021 / 11 dated January 15, 2021 issued by the Securities and Exchange Board of India (‘SEBI Circulars’), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, the communication of the assent or dissent of the members would take place through the e-voting system only. Therefore, those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below in e-voting Instructions.
3. For Members holding shares in physical form- please provide necessary details like Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@autostampings.com or pune@linkintime.co.in respectively.
4. For Members holding shares in dematerialized form- Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) to cs@autostampings.com or pune@linkintime.co.in respectively.
5. Postal Ballot Notice is being sent to all the Members electronically by email who have registered their e-mail ids with the Depository or with the Company and whose names appear in the Register of Members as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, July 23, 2021 and the cut-off date for dispatch of Postal Ballot Notice. Notice of Postal Ballot is also being sent to Members in electronic form through the email at the address registered with the Depository Participant (in case of electronic shareholding) and Registrar & Transfer Agents (in case of physical shareholding).
6. Postal Ballot Notice has been made available on the website of the company i.e, www.autostampings.in, stock exchange websites and on the Central Depositories Services Limited (CDSL) website at www.evotingindia.com.
7. The dispatch of the Postal Ballot Notice shall be announced through an advertisement in at least (one) English Newspaper and at least (one) Hindi newspaper, each with wide circulation in the district, where the registered office of the Company is situated and hosted on the Company Website.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut-off date, i.e. Friday, July 23, 2021 as per the Register of Members / Beneficiary position maintained by the Depository.
The e -voting facility will be available during the following period:
9. Commencement of remote e-voting : From 9.00 a.m. (IST) on Sunday, August 01, 2021
10. End of remote e-voting : Up to 5.00 p.m. (IST) on Monday, August 30, 2021

11. During this period, members of the Company, holding shares either in physical form or in dematerialized form as on Friday July 23, 2021, may cast their vote electronically.
12. The Remote e-voting module shall be disabled by CDSL for voting thereafter.
13. Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently. The Scrutinizer will collate the votes downloaded from the remote e-voting system to declare the final result for each of the resolution forming part of the Notice of Postal Ballot.
14. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. All the documents referred to in the accompanying notice and explanatory statement shall be open for inspection at the Corporate Office of the Company without any fee on all working days of the Company between 10.00 a.m. and 1.00 p.m. from date of dispatch of notice upto the last date of receipt of votes by postal ballot/ remote e-voting. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cutoff date i.e. Friday July 23, 2021.
15. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on Wednesday, September 01, 2021.
16. The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.autostampings.com and on the website of CDSL www.evotingindia.com.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on August 01, 2021 and ends on August 30, 2021. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 23, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="802 314 1471 540">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 Login icon and select New System Myeasi. <li data-bbox="802 540 1471 802">2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. <li data-bbox="802 802 1471 903">3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration <li data-bbox="802 903 1471 1137">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 where the E Voting is in progress.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li data-bbox="802 1147 1471 1628">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.nsd.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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="802 1628 1471 1757">2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: s 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 hold 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<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. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>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</p>

(iv) Login method of e-Voting for shareholders other than individual shareholders & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
	<p>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.</p> <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 (v).

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(ix) 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.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xi) 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.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) If a demat account holder has forgotten the 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.

(xv) Facility for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@autostampings.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHO'S EMAILADDRESSES IS NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. RakeshDalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 (“Act”)

Item No. 1

To approve Related Party transactions of the Company with Fiat India Automobiles Pvt. Ltd. (FIAT)

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.

Fiat India Automobiles Private Limited (FIAT) is a related party of the Company. The Company manufactures and sells a range of sheet metal components, assemblies and sub- assemblies for Automobile Industry and is a Tier one auto components supplier to all major OEMs. Members approval was taken for Related Party Transactions with FIAT in the AGM held recently for the FY.2020-21. However, Company is anticipating increase in sale to FIAT, due to which it is proposed to increase the annual limit accordingly. Company is seeking Members approval again through Postal Ballot.

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 from time to time in the nature of loan / advance, short term /long term loan, Inter Corporate Deposits from FIAT with or without interest / charges thereon including rollover / extension of maturity / repayments 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.

As per Regulation 23 of Listing Regulations 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.

Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on July 24, 2021 approved the said limit of Rs.200 Crore p.a. (excluding applicable taxes) for a period of 5 years w.e.f. April 1, 2021 to March 31, 2026 subject to approval of Members at the General Meeting or through Postal Ballot. These transactions may be considered as material for the coming financial years in terms of the provisions 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 through Postal Ballot. The said approval would be effective for the period of five financial years with effect from April 1, 2021. Looking at the nature of business of the Company and the transactions, such approval of Members for the period of five financial years would be essentially required at this point of time.

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

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 (FIAT)
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 other Directors, Key Managerial Personnel or their respective relatives are in any way interested or concerned financially or otherwise, in this Resolution
6.	Duration	5 financial years, as stated above
7.	Monetary value	Estimated values as mentioned in the Resolution.

Nature, material terms and particulars of the arrangement

Name of the Company	Nature of Contract / arrangement
Fiat India Automobiles Private Limited	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.

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

The Board recommends an Ordinary Resolution set out at Item No.1 of the Notice for approval by the Members.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Ordinary Resolution.

Item No. 2

To approve Related Party transactions of the Company with Tata Steel Downstream Products Limited (TSDPL)

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. One of the major raw materials required is various types of steel. Your Company has been procuring steel from various Vendors including Tata Steel Downstream Products Limited (TSDPL) and has business relationship with TSPDL since last few years. Your Company procures just in time / just in sequence raw materials as may be required. The objective being to serve in a most efficient way and providing just-in-time deliveries to run the production line smoothly.

As per Regulation 23 of Listing Regulations 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. Members approval taken for Related Party Transactions with Tata Steel Downstream Products Limited in the AGM held on June 05, 2018. However, Company is anticipating increase in purchase from TSDPL. Hence proposed to include annual limit, accordingly company is seeking Members approval through postal Ballot.

Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on July 24, 2021 approved the said limit of ₹ 150 Crore p.a. (excluding applicable taxes) for a period of 5 years w.e.f. April 1, 2021 to March 31, 2026 subject to approval of Members at the General Meeting or through Postal Ballot. These transactions may be considered as material for the coming financial years in terms of the provisions 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 through Postal Ballot. The said approval would be effective for the period of five financial years with effect from April 1, 2021. Looking at the nature of business of the Company and the transactions, such approval of Members for the period of five financial years would be essentially required at this point of time.

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

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	Tata Steel Downstream Products Limited (TSDPL)
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 other Directors, Key Managerial Personnel or their respective relatives are in any way interested or concerned financially or otherwise, in this Resolution
6.	Duration	5 financial years, as stated above
7.	Monetary value	Estimated values as mentioned in the Resolution.

Nature, material terms and particulars of the arrangement

Name of the Company	Nature of Contract / arrangement
Tata Steel Downstream Products Limited (TSDPL)	Sale, supply / purchase of goods, materials, tools, dies fixtures etc. to / from TSDPL
	Selling or otherwise disposing of or buying, leasing of property of any kind to / from TSDPL
	Rendering / availing of any services to / from TSDPL
	Warranty expenses
	Sale / purchase of Fixed Assets to / from TSDPL
	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.

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

The Board recommends an Ordinary Resolution set out at Item No.2 of the Notice for approval by the Members.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Ordinary Resolution.

Item No. 3

To approve Related Party transactions of the Company with Tata Ficosa Automotive System Private Limited (TFASPL)

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 enters into various transaction(s) such as sale, supply / purchase of goods, materials, tools, dies and fixtures to / from TFASPL, selling or otherwise disposing of or buying, leasing of property of any kind to / from TFASPL, rendering / availing of any services to / from TFASPL, warranty expenses, sale or purchase of fixed assets to /from TFASPL, any transaction from time to time in the nature of loan / advance, short term /long term loan, Inter Corporate Deposits from TFASPL with or without interest / charges thereon including rollover / extension of maturity / repayments 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 deliveries. In light of the above, your Company has been dealing through such transactions with the said related party.

As per Regulation 23 of Listing Regulations 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.

Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on July 24, 2021 approved the said limit of Rs. 5 Crore p.a. (excluding applicable taxes) for a period of 5 years w.e.f. April 1, 2021 to March 31, 2026 subject to approval of Members at the General Meeting or through Postal Ballot. These transactions may be considered as material for the coming financial years in terms of the provisions 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 through Postal Ballot. The said approval would be effective for the period of five financial years with effect from April 1, 2021. Looking at the nature of business of the Company and the transactions, such approval of Members for the period of five financial years would be essentially required at this point of time.

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

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	Tata Ficosa Automotive System Private Limited (TFASPL)
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	Mr. Arvind Goel, Mr. Deepak Rastogi, Mr. Bhart Prakash are interested as directors. None of the other Directors, Key Managerial Personnel or their respective relatives are in any way interested or concerned financially or otherwise, in this Resolution
6.	Duration	5 financial years, as stated above
7.	Monetary value	Estimated values as mentioned in the Resolution.

Nature, material terms and particulars of the arrangement

Name of the Company	Nature of Contract / arrangement
Tata Ficosa Automotive System Private Limited (TFASPL)	Sale, supply / purchase of goods, materials, tools, dies fixtures etc. to / from TFASPL
	Selling or otherwise disposing of or buying, leasing of property of any kind to / from TFASPL
	Rendering / availing of any services to / from TFASPL
	Warranty expenses
	Sale / purchase of Fixed Assets to / from TFASPL
	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.

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

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

Mr. Arvind Goel, Mr. Deepak Rastogi, Mr. Bhart Prakash are interested as directors. None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Ordinary Resolution.

BY ORDER OF THE BOARD

For **Automotive Stampings and Assemblies Limited**

Prasad Zinjurde
Company Secretary and Compliance Officer

Date: 24th July, 2021

Place: Pune