

By Email.....

Annual General Meeting

16th

TAL/AGM/16/2016-17
6th July, 2016

To,
The Member(s)/ Directors/ Auditors of
M/s TAL Manufacturing Solutions Ltd

NOTICE

Sub: 16th Annual General Meeting – 03/08/2016 Time: 04:00 PM

NOTICE IS HEREBY GIVEN THAT THE SIXTEENTH ANNUAL GENERAL MEETING OF TAL MANUFACTURING SOLUTIONS LIMITED ('Company') will be held on Wednesday, **03rd August, 2016** at 04:00 PM at the Company's Registered Office at PDO Building, TATA Motors Campus, Chinchwad, Pune 411 033 to transact the following business:-

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2016 inter-alia includes Audited Profit & Loss Accounts, Balance Sheet and Cash Flow as at that date, together with the Boards' Report and the Report of the Auditors' thereon.
2. To appoint a Director in place of Mr. Satish Pradhan (DIN: 00175969) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. R.S Thakur (DIN: 00020126) who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors' for FY 2016-17 who shall hold office upto next Annual General Meeting and to fix their remuneration.

Special Business:

5. Remuneration to the Cost Auditor for the Financial Year ending March 31, 2017:

To consider, if approved and recommended and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules framed thereunder, as amended from time to time and such other permissions as may be necessary, the remuneration of Rs.1,50,000/- plus service tax, out-of- pocket, travelling and lodging expenses/other misc. expenses payable to M/s Mani & Co., Cost Accountants, if appointed and recommended by the Board of Directors of the Company to conduct audit of the Cost records pertaining to the relevant product groups maintained by the Company, as per the applicable provisions, for the Financial Year ending March 31, 2017 be and is hereby ratified".

TAL MANUFACTURING SOLUTIONS LIMITED

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

6. Appointment of Mr. Ajit Shah (DIN:02396765) as a Director (Independent):

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Mr. Ajit Shah (DIN:02396765), who has been appointed as an Additional Director (Independent) on 03.11.2015 & has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment at the AGM, be and is hereby appointed as a Director (Independent) of the Company for a period upto November 02, 2018.”

NOTES:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013, in respect of the Special Business under item 5 and 6 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member.

By Order of the Board of Directors

For TAL Manufacturing Solutions Limited

Sd/-
Jagdish Shirke
Company Secretary
Membership No - FCS 6691
Pune, 06.07.2016

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (the Act), sets out all material facts relating to the business mentioned at Item No.5 and 6 of the accompanying Notice.

Item No.5

The Audit Committee in its meeting held on May 18, 2016 deferred the re-appointment of M/S Mani & Co. as the Cost Auditor of the Company for the Financial Year 2016-17 including remuneration.

The Committee had advised the Executive Management to present the Cost Audit Report for the Financial Year 2015-16. The Executive Management informed the Committee that the said report to be furnished in its next meeting scheduled to be held on August 03, 2016.

Upon the recommendation of the Audit Committee, the Board may approve the appointment and remuneration of M/s Mani & Co., the Cost Auditors to conduct the audit of the Cost records pertaining to the relevant product groups maintained by the Company, as per the applicable provisions, for the Financial Year ending March 31, 2017 and remuneration of Rs.1,50,000/- plus service tax, out-of-pocket, travelling and living expenses may be fixed for this purpose.

Therefore, if approved and recommended by the Board, In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, ratification for the remuneration payable to the Cost Auditors for the Financial Year 2016-17 by way of an Ordinary Resolution is being sought from the members as set out at Item No.4 of the Notice. The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No.6

The Company had, pursuant to the provisions of Section 149 of the Act and Rule 3 & 4 of Companies (Appointment and Qualification of Directors) Rules, 2014, appointed Mr. Ajit Shah as Additional Independent Directors w.e.f November 03, 2015, in compliance with the requirements of the said provisions.

As per the provisions of Section 149 of the Act and Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014, specific class of public limited company is required to have at least two Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

The Nomination & Remuneration Committee ('NRC') had recommended and approved vide NRC Circular Resolution Number 05, the appointment of Mr. Ajit Shah as an Additional Director (Non-executive Independent) w.e.f November 03, 2015.

Mr. Shah had given a declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, the above Independent Directors fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Directors and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of the above Directors as Independent Directors (Non-Executive) is now being placed before the Members in General Meeting for their approval. The Company has also received the amount of Rs. 1 Lakh Only from the member of the Company proposing the candidature of Mr. Ajit Shah under Section 160 of the Companies Act, 2013.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Meeting.

The brief profile of the Independent Director to be appointed is given below:

Mr. Ajit Shah is a Non-Executive Independent Director of the company. Ajit Shah is an eminent Chartered Accountant in practice since 1971. He is a Senior Partner at M. A. Parikh & Co., a firm of Chartered Accountants at Mumbai.

Mr. Shah specializes in the field of Audits and Assurances, domestic and international transfer pricing, valuation and consultancy in the field of finance and taxation. He is associated as consultant with well-known multinational groups like Merck, Germany, WPP Group, UK, American President Lines, Singapore, Mitsui OKS Lines, Japan and certain Tata group Companies.

He is on the Board of Foseco India Limited, Sunshield Chemicals Limited, Rhodia Specialty Limited as a Director.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the resolution set out at Item No.5 and 6 of the Notice.

For TAL Manufacturing Solutions Limited

Sd/-
Jagdish Shirke
Company Secretary
Membership No - FCS 6691

Pune, 06.07.2016

Registered Office:

TAL Manufacturing Solutions Ltd,
PDO Building, TATA Motors Campus,
Chinchwad, Pune 411 033
CIN: U29100PN2000PLC130290
Tel: 020 – 6613 5509/Fax: 020- 6613 6318
www.tal.co.in

TAL MANUFACTURING SOLUTIONS LIMITED

(CIN: U29100PN2000PLC130290)

Regd. Office: PDO Building, TATA Motors Campus, Chinchwad Pune 411 033 Tel: 91 20 6613 5509, Fax: 91 20 6613 5578, CIN: U29100PN2000PLC130290. www.tal.co.in

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Attendance Slip

I _____, Authorised Representative, For & on behalf of _____ Folio No _____ record my presence at 16th Annual General Meeting of the Company held on August 03, 2016 at 04:00 PM at the registered office of the Company at PDO Building, Tata Motors Campus, Chinchwad, Pune – 411033 (Maharashtra).

Signature of the Member/Representative/Proxy



PROXY FORM

FORM NO. MGT – 11

***[Pursuant to Section 105 (6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]***

Name of the Member (s)	:	
Registered Address	:	
E-mail Id	:	
Folio/ DP ID- Client ID No.	:	

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

1. Name :

Address

E-mail Id

Signature

or Failing him

2. Name :

Address

E-mail Id

Signature

or Failing him

3. Name :

Address

E-mail Id

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the Company, to be held on the 03rd day of August, 2016 at Registered office, P.D.O Building, Tata Motors Campus, Chinchwad, Pune 411 033 and at any adjournment thereof in respect of such resolutions as are indicated below:

TAL MANUFACTURING SOLUTIONS LIMITED

Registered office: PDO Building, TATA Motors Campus, Chinchwad Pune 411 033
Tel: 91 20 6613 5509, Fax: 91 20 6613 5578, CIN: U29100PN2000PLC130290. www.tal.co.in

Resolution No.	Resolutions		
ORDINARY BUSINESS - ORDINARY RESOLUTION :			
1.	To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2016 inter-alia includes Audited Profit & Loss Accounts, Balance Sheet and Cash Flow as at that date, together with the Boards' Report and the Report of the Auditors' thereon.		
2.	To appoint a Director in place of Mr. Satish Pradhan (DIN: 00175969) who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint a Director in place of Mr. R.S Thakur (DIN: 00020126) who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To ratify the appointment of Statutory Auditors' for FY 2016-17 and to fix their remuneration.		
SPECIAL BUSINESS – ORDINARY RESOLUTION :			
5.	Remuneration to the Cost Auditor for the Financial Year ending March 31, 2017.		
6.	Appointment of Mr. Ajit Shah (DIN:02396765) as a Director (Independent).		

Affix 1 Re. Revenue Stamp

Signed this Day of2016

Signature of Member

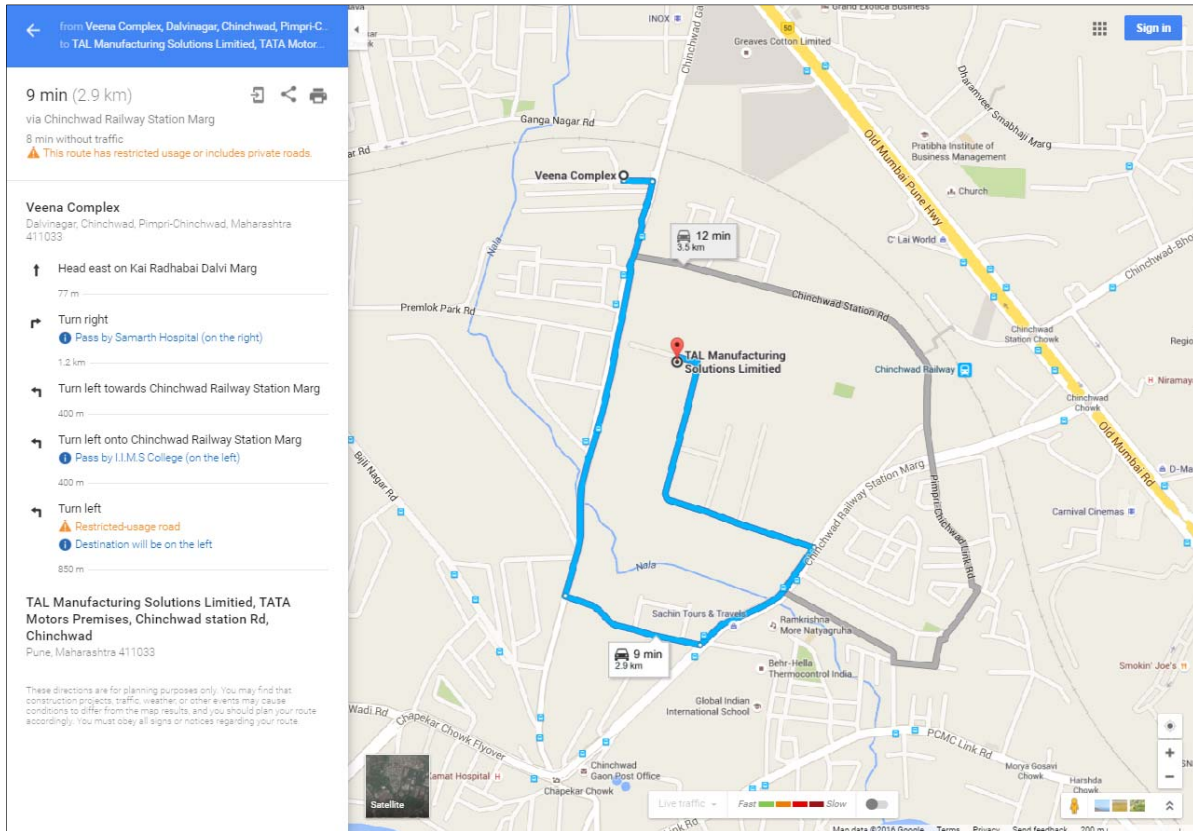
Signature of Proxy holder (s).....

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 16th Annual General Meeting.
3. Please complete all details including details of member(s) in above box before submission.

TAL MANUFACTURING SOLUTIONS LIMITED

Route Map of the Venue of the Meeting:



Yours Truly,

For TAL Manufacturing Solutions Limited

**Sd/-
Jagdish Shirke
Company Secretary**

Membership No: FCS 6691
|Cell- 7722074356 | Email: jagdish.shirke@tal.co.in |

Encl: Annual Report

Note:

1. This communication is being issued to the addressee at the email address registered & available with the Company as on date. In case of any change therein, please intimate us.

TAL MANUFACTURING SOLUTIONS LIMITED

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