



By Email.....

Annual General Meeting (Sr No)

17th

TAL/AGM/17/2017-18
July 14th, 2017

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

NOTICE

Sub: 17th Annual General Meeting – 05th August 2017 Time: 04:00 PM

NOTICE IS HEREBY GIVEN THAT THE SEVENTEENTH ANNUAL GENERAL MEETING OF TAL MANUFACTURING SOLUTIONS LIMITED ('Company') will be held on **Saturday, 05th August, 2017** 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 Standalone Financial Statements for the year ended March 31, 2017 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. Rajesh Khatri (DIN: 03620093) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors), Rules 2013 & recommendations made by the Audit Committee, the appointment of M/s. B S R & Co, LLP, Chartered Accountants with ICAI Registration Number:101248W/W-100022, as Statutory Auditors of the Company to examine & conduct the statutory audit of Books of Accounts of the Company be and is hereby approved & recommended to the Members of the Company for appointment at the ensuing 17th Annual General Meeting for a period upto conclusion of twenty second Annual General Meeting of the Company to be held in the year 2022 effective from Q2 of FY 2017-18 on such remuneration as may be mutually agreed.

RESOLVED FURTHER THAT Mr. Santanu Sil, Chief Financial Officer and Mr. Jagdish Shirke, Company Secretary of the Company be and are hereby, severally, authorised to take all such actions and give all such directions, or do all such acts, deeds, matters and things as may be necessary for the aforesaid purpose."



Special Business:

4. Remuneration to the Cost Auditor for the Financial Year ending March 31, 2018:

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014, as amended from time to time, the remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousands) plus service tax, out-of-pocket, travelling and living expenses incurred in connection with the audit, as recommended by the Audit Committee and approved by the Board payable to M/s Mani & Co., Cost Accountants (Firm Registration No. 000004) as Cost Auditors to conduct the Audit of the relevant cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, for the financial year ending March 31, 2018 be and is hereby ratified and confirmed.

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

NOTES:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013, in respect of the Special Business under item 4 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, July 14, 2017



EXPLANATORY STATEMENT

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

Item No.4 of the Notice

The Board of Directors on the recommendation of Audit Committee has approved the appointment of M/s Mani & Co., Cost Accountants to conduct the audit of the cost records of the Company for Financial Year ended 31 March 2018, at the remuneration upto Rs. 1,50,000/- plus service tax as applicable and out of pocket expenses on actual basis.

Pursuant to provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to the Cost Auditor has to be ratified by the members of the Company. The Board recommends resolution set out in Item no. 4 of the notice for approval and ratification by the members of the Company.

None of the directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

For TAL Manufacturing Solutions Limited

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

Pune, July 14, 2017

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

Attendance Slip

I _____, Authorised Representative, For & on behalf of _____ Folio No _____ record my presence at 17th Annual General Meeting of the Company held on 05th August, 2017 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 ___th Annual General Meeting of the Company, to be held on the day of at (place) and at any adjournment thereof in respect of such resolutions as are indicated below :



Resolution No.	Resolutions		
ORDINARY BUSINESS - ORDINARY RESOLUTION :			
1.	To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2017 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. Rajesh Khatri (DIN: 03620093) who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint the Statutory Auditors' for FY 2017-18 and to fix their remuneration.		
SPECIAL BUSINESS – ORDINARY RESOLUTION :			
4.	Remuneration to the Cost Auditor for the Financial Year ending March 31, 2018.		
Affix 1 Re. Revenue Stamp			

Signed this Day of2017

Signature of Member

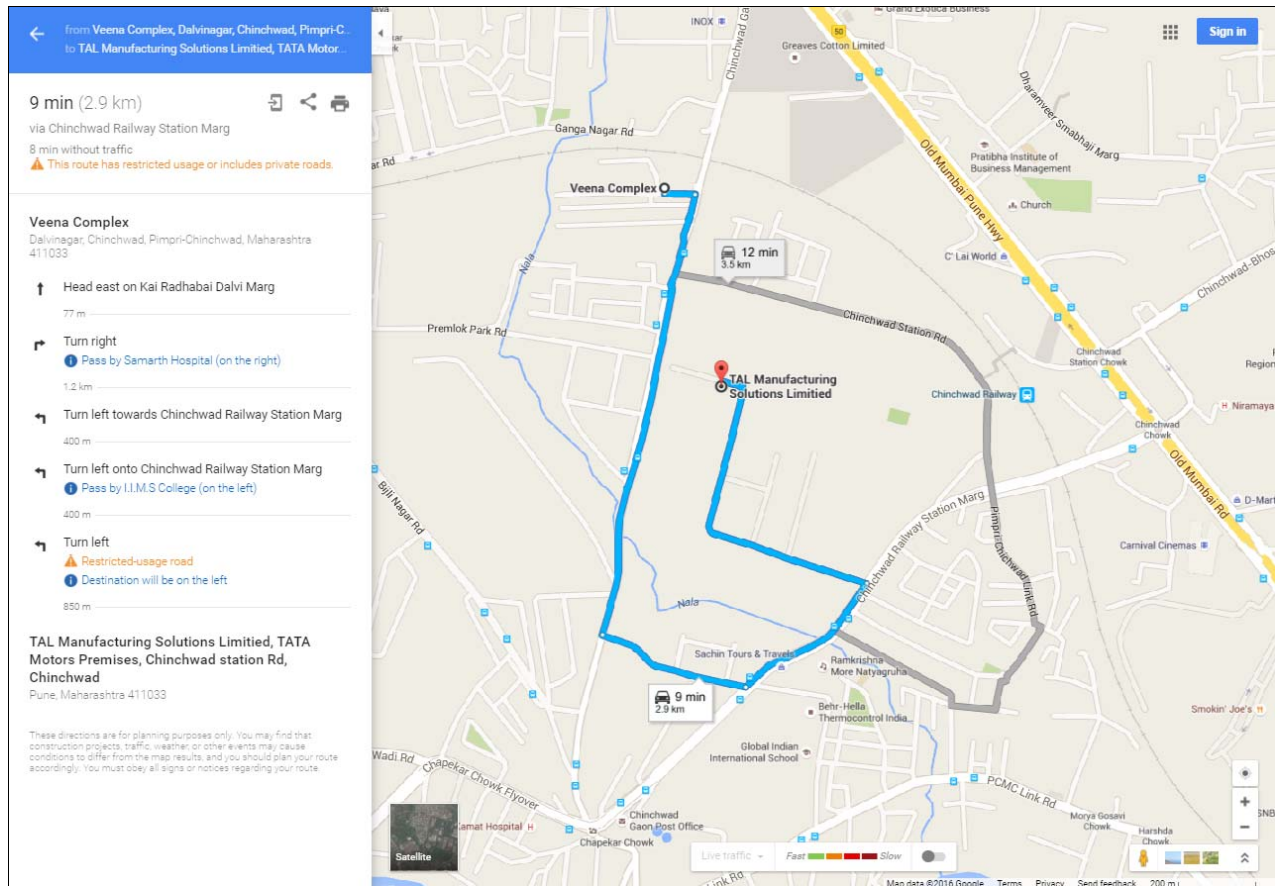
Signature of Proxy holder (s).....

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 17th Annual General Meeting.
3. Please complete all details including details of member(s) in above box before submission.



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.