



By Email.....

Annual General Meeting

18th

TAL/AGM/18/2018-19
29th May, 2018

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

NOTICE

Sub: 18th Annual General Meeting – Saturday, 23rd June, 2018 Time:04:00 PM

NOTICE IS HEREBY GIVEN THAT THE EIGHTEENTH ANNUAL GENERAL MEETING OF TAL MANUFACTURING SOLUTIONS LIMITED ('Company') will be held on **Saturday, 23rd June, 2018** 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, 2018 inter-alia includes Audited Statement of 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. Satish Borwankar (DIN: 01793948) who retires by rotation and being eligible, offers himself for re-appointment.

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 not more than Rs. 2,00,000/- (Rupees Two Lakh only) plus GST, out-of-pocket, travelling, lodging and Boarding expenses incurred in connection with the audit, as recommended by the Audit Committee and approved by the Board & fixed by the Company 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, 2019 be and is hereby ratified/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."



5. Adoption of new set of Articles of Association:

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

“RESOLVED THAT pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

FURTHER RESOLVED THAT Mr. Ganesh Raghavan (DIN: 07927944), Managing Director & CEO and/or Mr. Jagdish Shirke, Company Secretary of the Company be and are hereby authorized to make necessary filings with the statutory authorities, including but not limiting to the Registrar of Companies and to take necessary action in this regard including modifications as may be suggested by Registrar of Companies, Pune (ROC) in compliance with the provisions of the Companies Act, 2013.”

6. Appointment of Mr. Banmali Agrawala as a Director (Non-Executive):

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Mr. Banmali Agrawala (DIN: 00120029)**, who was appointed as an Additional Director (Non-Executive) by the Board of Directors of the Company w.e.f. **January 22, 2018** under Section 161 of the Act and who holds office as such up to the date of ensuring Annual General Meeting be and is hereby appointed as a Director (Non-Executive) of the Company.”

7. Appointment of Mrs. Padmini Khare Kaicker as a Director (Non-Executive):

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Mrs. Padmini Khare-Kaicker (DIN: 00296388)**, who was appointed as an Additional Director (Non-Executive) by the Board of Directors of the Company w.e.f. March 31, 2018 under Section 161 of the Act and who holds office as such up to the date of ensuring Annual General Meeting be and is hereby appointed as a Director (Non-Executive) of the Company.”



8. Appointment of Mr. Ganesh Raghavan as a Director (Executive):

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Mr. Ganesh Raghavan (DIN: 07927944)**, who was appointed as an Additional Director (Executive) by the Board of Directors of the Company with effect from November 02, 2017 under Section 161 of the Act and who holds office as such up to the date of ensuring Annual General Meeting be and is hereby appointed as a Director (Executive) of the Company.”

9. Appointment of Mr Ganesh Raghavan as a Managing Director & CEO:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of **Mr. Ganesh Raghavan (DIN: 07927944)** as the Managing Director of the Company, for the period of 5 (five) years effective from **November 2, 2017** and upon the following terms and conditions including remuneration with further liberty to the Board (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter/vary the terms including increments/enhancements in remuneration within the limits allowed under first proviso of Section II of Part II of Schedule V of the Act:

A. Basic Salary (band):

Basic Salary shall be as per band Rs. 3, 50,000/- per month upto maximum of Rs. 7, 00,000/- per month. The annual increments, which will be effective 1st April each year, will be decided by NRC/Board and will be merit based and take into account the Company’s performance as well.

B. Benefits, Perquisites, Allowances:

- a) House Rent and House Maintenance Allowances (HRA) aggregating 85% of basic salary or Company leased accommodation (Rent-free accommodation) in lieu thereof as per norms/as may be decided by NRC/Board.
- b) Executive Allowance aggregating 33.34% of basic salary.
- c) Leave Travel concession – 8.33% of basic salary
- d) Medical Allowance 8.33% of basic salary. Medical benefits for MD and his family as per Policy / Scheme (as applicable / in force) of the Company.



- e) Car facility as per Car Policy of the Company in force.
- f) Personal Accident Insurance and Club membership fees are @ actuals subject to cap of 5% of basic salary.
- g) **Contribution to Provident Fund, Superannuation and Gratuity Fund as per Rules of the Company.**
- C. Performance Linked Pay (PLP) / Performance Bonus** – PLP amount is indicative and upto 200% of the basic for Managing Director & CEO. Within the overall limit the, the NRC / Board approves the actual payout and would depend upon Company and individual performance.

Details of Remuneration:

Sr. No	Particulars	Compensation (Annual) INR
A	Basic Salary	45,00,000
B	Allowances & Perquisites:	63,00,000
	Rent Free Accommodation / HRA (upto 85%of Basic).	38,25,000
	Executive Allowance (33.34% of Basic)	15,00,300
	LTA / LTC (8.33% of Basic)	3,74,850
	Medical Allowance (8.33% of Basic)	3,74,850
	Car (as per policy of the Company)	As per policy
	PA Insurance and Club Membership fees @ actual subject to cap of 5% of Basic	2,25,000
C	Retiral Benefits:	14,31,900
	P F Contribution / Co's (12% of Basic)	5,40,000
	Superannuation (15% of Basic)	6,75,000
	Gratuity (4.81% of Basic)	2,16,900
	Total (A+B+C)	1,22,31,900
D	Performance Linked Pay (Maximum upto 200% of Basic)	
	PLP in %	As may be awarded by NRC/Board
	Total (A+B+C+D)	1,22,31,900

- D.** Leave in accordance with the Rules of the Company. Privilege Leave earned but not availed is encashable in accordance with the Rules of the Company.
- E.** Commission: As may be decided by NRC/Board, such remuneration by way of commission, in addition to the salary and perquisites and allowances payable, calculated with reference to the net profits of the Company pursuant to Section 198 of the Companies Act, 2013 in a particular financial year.



F. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and allowances and PLP / Performance Bonus in accordance with Schedule V of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to consider revision in the remuneration payable to Mr. Ganesh Raghavan during the term of present appointment as a Managing Director, subject to ceiling laid down in Section 197 including the Rules made thereunder and Schedule V to the Act, without further approval of the members of the Company but with such approvals, sanctions or permissions, if any, required for such revision.”

“RESOLVED FURTHER THAT any one of the Directors or Mr. Jagdish Shirke, Company Secretary of the Company, be and are hereby authorised to file all requisite e-forms with the Registrar of Companies, and do all such acts, deeds and things as may be necessary and incidental for giving effect to this Resolution.”

By Order of the Board of Directors
For TAL Manufacturing Solutions Limited

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

Pune, May 29, 2018



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,



EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Item No.2 of the Notice

Mr. Satish Pradhan who retires by rotation and being eligible offers himself for re-appointment. The details of Director seeking re-appointment at the Annual General Meeting Pursuant to 1.2.5 of the Secretarial Standard - 2 are as follows:

Sr. No	Particulars	Mr. Satish Bhaskar Pradhan
1	Director Identification Number	00175969
2	Date of Birth	04th January 1955
3	Date of Appointment	08th Sept. 2001
4	Qualifications	M.A (History); Chartered Fellow of CIPD
5	Expertise in specific functional areas	Development of Human Resources
6	Directorships held in other companies	National Payment Corporation of India
7	Memberships/Chairmanships of statutory committees across companies	NIL
8	No. of shares held in the Company	NIL
9.	No of Board meeting attended during the year.	5

For other details, such as number of meetings of the Board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of the above directors please refer to the Board's Report and the Corporate Governance Report.

Item No.3 of the Notice

Mr. Satish Borwankar who retires by rotation and being eligible offers himself for re-appointment. The details of Director seeking re-appointment at the Annual General Meeting Pursuant to Clause no. 1.2.5 of Secretarial Standard – 2 are as follows:

Sr. No	Particulars	Mr. Satish Borwankar
1.	Director Identification Number	01793948
2.	Date of Birth	15 th July 1952
3.	Date of Appointment	29 July 2012
4.	Qualifications	B. Tech. (Hons) in Mechanical Engineering
5.	Expertise in specific functional areas	Implementing product development, Manufacturing operations and quality control
6.	Directorships held in other companies	Tata Motors Limited; Tata Cummins Private Limited; Tata Motors Thailand Ltd; Tata Daewoo Commercial Vehicle Company Limited
7.	No. of shares held in the Company	NIL
8.	No of Board meeting attended during the year.	5



For other details, such as number of meetings of the Board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of the above directors please refer to the Board's Report and the Corporate Governance Report.

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 as may be mutually agreed between the Company and the Auditor with authority to CFO to finalise the same. The Company has finalized the amount of Cost Audit fees upto Rs. 2,00,000/- 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.

Item No.5 of the Notice

The members are requested to note that there is a discussion going on about consolidation of companies within Tata Group and our Company is also a part of the said proposal.

Company has been informed that the existing Equity Share Capital of the Company is in physical form 100% owned by Tata Motors Ltd along with its nominees which needs to be converted into demat form considering the proposed restructuring, if finalized, for transfer of shares through online mode.

The present Articles of Association of Company does not provide for dematerialization of shares and therefore, it needs to be amended under existing Companies Act, 2013 with the approval of shareholders / members of the Company. It is pertinent to note that before initiate the process of dematerialization, the present articles of the Company shall authorize the same.

TAL has to complete the demat process at the earliest under which appointment of an agency for dematerialization including electronic connectivity. The formalities for appointment of an agency/Registrar & Transfer Agent will be completed only after receipt of approval of shareholders / members of the Company.

As per Section 5(9) of the Companies Act, 2013, in case of any change in the articles of the Company registered under the previous Company law (Companies Act, 1956), the Company needs to adopt new set of articles in accordance with the new Companies Act, 2013. In view of the same, TAL needs to adopt new set of articles for the Company.

The present Articles of Association of the company were adopted in the year 2000 as per Companies Act, 1956. Since Companies Act, 2013 has enacted; it is required to alter the Articles of Association, which will be in line with Companies Act, 2013.

Since the proposed alterations, deletions, insertions etc. to the present articles of association are numerous; it is more convenient to adopt an altogether new set of articles of association incorporating all the proposed alterations. The revised Articles shall fully reflect not only the law governing the company and rules and regulations made thereunder, but is also in conformity with secretarial standards issued by the Institute of Company Secretaries of India.



The copy of the existing as well as new set of Articles of association is **available for inspection** at the Registered Office of the Company during working hours on any working day.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of 'Special Resolution' is required for adoption of new set of Articles of Association of the Company. Accordingly, this matter has been placed before the Shareholders for approval.

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

Item No.6 of the Notice

Based on the recommendation of the Nomination & Remuneration Committee (NRC), vide circular resolution dated 18.01.2018, the Board has approved the appointment of **Mr. Banmali Agrawala (DIN: 00120029)** as an Additional Director (Non-Executive) of the Company. Mr. Banmali Agrawala is the President, Infrastructure and Defence & Aerospace, Tata Sons Limited. In his earlier role, he was President and CEO of GE, South Asia, where he was responsible for all of GE's operations in the South Asia region.

Prior to GE, he was Executive Director (BD & Strategy) and a member of the Board of The Tata Power. A veteran in the Energy domain, Banmali has over 30 years of global experience. He started his career with the Wartsila Group where he spent over 20 years, both in India and in Finland. At the time of leaving the Wartsila Group, he was the Managing Director of Wartsila India Ltd, the Global head of the Bio Power Industries and a member of the Global Power Plant Management Board.

An active member of the Confederation of Indian Industries (CII), Mr. Banmali has held several official positions within CII such as Chairman of the Western Regional Council, and currently is also a Member of CII's National Council.

Mr. Banmali is a Mechanical Engineering graduate from Mangalore University and an alumnus of the Advanced Management Programme of Harvard Business School.

The details of Mr. Agrawala seeking appointment as a Director at the Annual General Meeting pursuant to Clause no. 1.2.5 of Secretarial Standard – 2 are as follows:

Sr. No	Particulars	Mr. Banmali Agrawala
1	Director Identification Number	00120029
2	Date of Birth and age	30.04.1963, 55 years
3	Date of Appointment	22 nd January, 2018
4	Qualifications	B.E (Mechanical); Alumnus of the Advanced Management Programme of Harvard Business School
5	Expertise in specific functional areas	leadership Development, Digital Infrastructure, Innovation and Technology
6	Directorships held in other companies	1. Tata Power Company Limited; 2. Tata Advanced Materials Limited; 3. Tata Projects Limited; 4. Tata Housing Development Company Limited and 5. Tata Realty & Infrastructure Limited



7	Memberships/Chairmanships of statutory committees across companies	1. Stakeholders' Relationship Committee of Tata Power Limited; 2. Risk Management Committee of Tata Power Limited
8	No. of shares held in the Company	NIL
9.	No of Meeting of Board attended during FY 2017-18	01

Mr. Banmali Agrawala is not related to any other Director and Key Managerial Personnel of the Company.

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

Item No.7 of the Notice:

Based on the recommendation of the Nomination & Remuneration Committee (NRC), vide circular resolution dated 18.01.2018, the Board has approved the appointment of **Mrs. Padmini Khare-Kaicker (DIN: 00296388)** as an Additional Director (Non-Executive) of the Company. She was appointed as a Director (Independent) of the Company in accordance with the requirement under Companies Act, 2013 and vacated her office w.e.f. 30th March 2018 due to expiry of her appointment tenure.

Mrs. Khare is the Managing Partner of B. K. Khare & Co. (the Firm) one of the largest and reputed Indian Accounting Firms serving the profession for almost five decades. She has over 24 years of wide and varied experience serving large and mid-sized clients in the Oil and Gas, Banking and Financial services, Insurance, Manufacturing, IT, Hospitality, Real estate and Retail sectors. She has been involved in Corporate advisory, M&A, Restructuring initiatives in one of the largest/reputed Groups. Her principal areas of expertise include Audit, Taxation, Corporate finance, Corporate Advisory, Risk Management and Corporate Governance. Under her leadership the firm has grown to be a full service firm with presence across geographies in India. She has been spearheading several initiatives of the firm in various spheres of Practice space to strengthen its position as one of the largest Indian accounting firms providing services to large listed public companies.

Pursuant to Section 149(1)(a) of Companies Act, 2013, every public Company having paid up capital of Rs. 100 Cr or more, OR turnover of Rs. 300 Cr or more shall have at least one woman Director. In view of the same, the Board considered her re-appointment as an Additional Director (Non-Executive) of the Company. She will be liable for retire by rotation pursuant to Section 152 of Companies Act, 2013 & as per the provisions of Articles of Association.

The details of Mrs. Khare seeking appointment as a Director at the Annual General Meeting pursuant to Clause no. 1.2.5 of Secretarial Standard – 2 are as follows:

Sr. No	Particulars	Mrs. Padmini Khare-Kaicker
1.	Director Identification Number	00296388
2.	Date of Birth and age	15 th April, 1965, 53 years
3.	Date of Appointment	31 st March, 2018
4.	Qualifications	B.Sc (Mathematics); CPA(USA); Diploma in Business Finance. FCA
5.	Expertise in specific functional areas	Audit, Corporate Restructuring, Amalgamation, Demerger, Due Diligence, Valuation, Income Tax Advisory



6.	Directorships held in other companies	1. Tata Cleantech Capital Limited 2. Rallis India Ltd 3. Kotak Mahindra Investments Limited 4. Tata Chemicals Ltd. 5. J P Mukherji and Associates Private Ltd 6. Jyoti Sugar Engineering Private Ltd and 7. Divgi Warner Private Ltd.
7.	Memberships/Chairmanships of statutory committees across companies	<u>Audit Committee Chairperson</u> Rallis India Ltd Kotak Mahindra Investments Ltd Tata Cleantech Capitals Ltd TAL Manufacturing Solutions Ltd <u>Audit Committee Member</u> Tata Chemicals Ltd <u>NRC member:</u> Tata Cleantech Capital Ltd Kotak Mahindra Investments Ltd TAL Manufacturing Solutions Ltd CSR Committee member of Tata Cleantech Capital Ltd Member of Asset Purchase Committee of Tata Cleantech Capital Ltd
8.	No. of shares held in the Company	NIL
9.	No of Board meeting attended during FY 2017-18	4

Mrs. Padmini Khare-Kaicker is not related to any other Director and Key Managerial Personnel of the Company.

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

Item No.8 & 9 of the Notice:

Based on the recommendation of the Nomination, Remuneration and Compensation Committee, Mr. Ganesh Raghavan has been appointed as an Additional Director (Executive) on the Board of the Company with effect from 02nd November, 2017 to hold office upto the date of the Annual General Meeting. He has been appointed as the Managing Director & CEO of the Company with effect from 02nd November, 2017, subject to the approval of the Members.

Mr. Raghavan is a Graduate in Mechanical Engineering from National Institute of Technology, Rourkela in the year 1993 and PG Diploma in Management – Marketing & Business Finance. He is having 22 year of experience in managing P&L, Strategic Business Planning, Supply Chain management, Sales & Marketing, Business Development, Channel management, operations & project management.

He has been actively involved in offering Intra-logistics solutions in India and International markets for close to two decades. He is instrumental in bringing in logistics efficiency across operations in various verticals through strategic partnerships across the globe. His last assignment was at Godrej where he served as Associate Vice President & Business Head for Godrej Consoveyo a JV Automation company. Prior to this he has handled multiple functions across businesses for 16 years in the Godrej group. He started his career with Greaves Limited and had extensive experience in developing International Business across geographies. He brings in broad Functional expertise & General management skills with strong Strategic orientation.



The remuneration and other terms and conditions of Mr. Raghavan's appointment as Managing Director as set out in the resolution is subject to your approval. Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings form part of this Notice.

The details of Mr. Raghavan seeking appointment as a Director at the Annual General Meeting pursuant to Clause no. 1.2.5 of Secretarial Standard – 2 are as follows:

Sr. No	Particulars	Mr. Ganesh Raghavan
1	Director Identification Number	07927944
2	Date of Birth and age	04 Sept. 1971; 46 years
3	Date of Appointment	2 nd November, 2017
4	Qualifications	B.E (Mechanical); PG Diploma in Management – Marketing & Business Finance
5	Experience	24 years 9 months
6	Terms and conditions of appointment or reappointment	<p>(i) Tenure of this appointment shall be five years with effect from November 02, 2017</p> <p>(ii) The Managing Director of the Company is the Whole Time Director of the Company and shall be liable to retire by rotation. The Managing Director would be employed on a whole-time basis and will not be permitted to undertake any other business, work or public office, honorary or remunerative, except with the written permission of the Competent Authority in each case</p> <p>(iii) The Managing Director shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits prescribed under the Act</p> <p>(iv) Managing Director will cease to be Director on cessation of his employment with the Company</p> <p>(v) The appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made thereunder and pursuant to appointment letter & Agreement dated 02 Nov. 2017 executed by Company.</p> <p>(vi) The separation from this engagement could be effected by either side giving six months' notice.</p>
7	Expertise in specific functional areas	22 year of experience in managing P&L, Strategic Business Planning, Supply Chain management, Sales & Marketing, Business Development, Channel management, operations & project management.



8	Directorships held in other companies	NIL
9	Memberships/Chairmanships of statutory committees across companies	NIL
10	No. of shares held in the Company	NIL
11.	No of Meeting of Board attended during FY 2017-18	02
12.	Details of remuneration	Covered in the resolution

Statement as per Schedule IV (Section II of Part II) of the Companies Act, 2013

Sr. No	Particulars	
I	General Information	
(1)	Nature of Industry	Manufacturing
(2)	Date or expected date of commencement of commercial production	NA
(3)	Financial performance based on given indicators	Covered in the Board Report
(4)	Foreign Investments or Collaborations, if any	NIL
II	Information about appointee	
(1)	Background details	Covered in introductory paragraph of this resolution.
(2)	Past remuneration (Per Annum)	Rs. 65 Lacs plus 20% variable pay.
(3)	Recognition or awards	NIL
(4)	Job profile and his suitability	He is the Managing Director of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company
(5)	Comparative remuneration profile wrt Industry, Size, of the Company and profile of the position	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
(6)	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	NIL
III	Other Information	
(1)	Reasons of inadequate profits	The Profit earned by the Company during FY 2017-18 is Rs. 13 Cr and the profits under Section 197 is not sufficient / adequate to pay remuneration within limits covered under Section 197. During FY 2017-18, Company was able to minimize its losses from legacy business and Management is trying hard to improve its profitability from Aerospace Business.
(2)	Steps taken or proposed for improvement	Company has closed the business operations of MTD business to minimize the losses and concentrate on two core businesses of Robotics and Aerospace.



		Company is also working on transfer of Non-Aero Business under restructuring proposal within the Group and will continue with Aerospace Business.
(3)	Expected increase in productivity and Profits in measurable terms.	Company expects the EBITDA of Rs. 90 Cr during FY 2018-19.
IV	Disclosures	Covered in Board's Report under section of 'Corporate Governance'

Mr. Raghavan is not related to any other Director and Key Managerial Personnel of the Company. None of the directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution. The resolutions as set out in item nos. 8 and 9 of this Notice is accordingly commended for your approval.

For TAL Manufacturing Solutions Limited

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

Pune, May 29, 2018

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 18th Annual General Meeting of
the Company held on 23rd June, 2018 at 4:00 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. 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. Satish Borwankar (DIN: 01793948) who retires by rotation and being eligible, offers himself for re-appointment.		
SPECIAL BUSINESS – ORDINARY RESOLUTION / SPECIAL RESOLUTIONS :			
4.	Remuneration to the Cost Auditor for the Financial Year ending March 31, 2018.		
5.	Adoption of new set of Articles of Association		
6.	Appointment of Mr. Banmali Agrawala as a Director of the Company		
7.	Appointment of Mrs. Padmini Khare-Kaicker as a Director of the Company		
8.	Appointment of Mr. Ganesh Raghavan as a Director of the Company		
9.	Appointment of Mr. Ganesh Raghavan as the Managing Director & CEO of the Company		
Affix 1 Re. Revenue Stamp			

Signed this Day of2017

Signature of Member

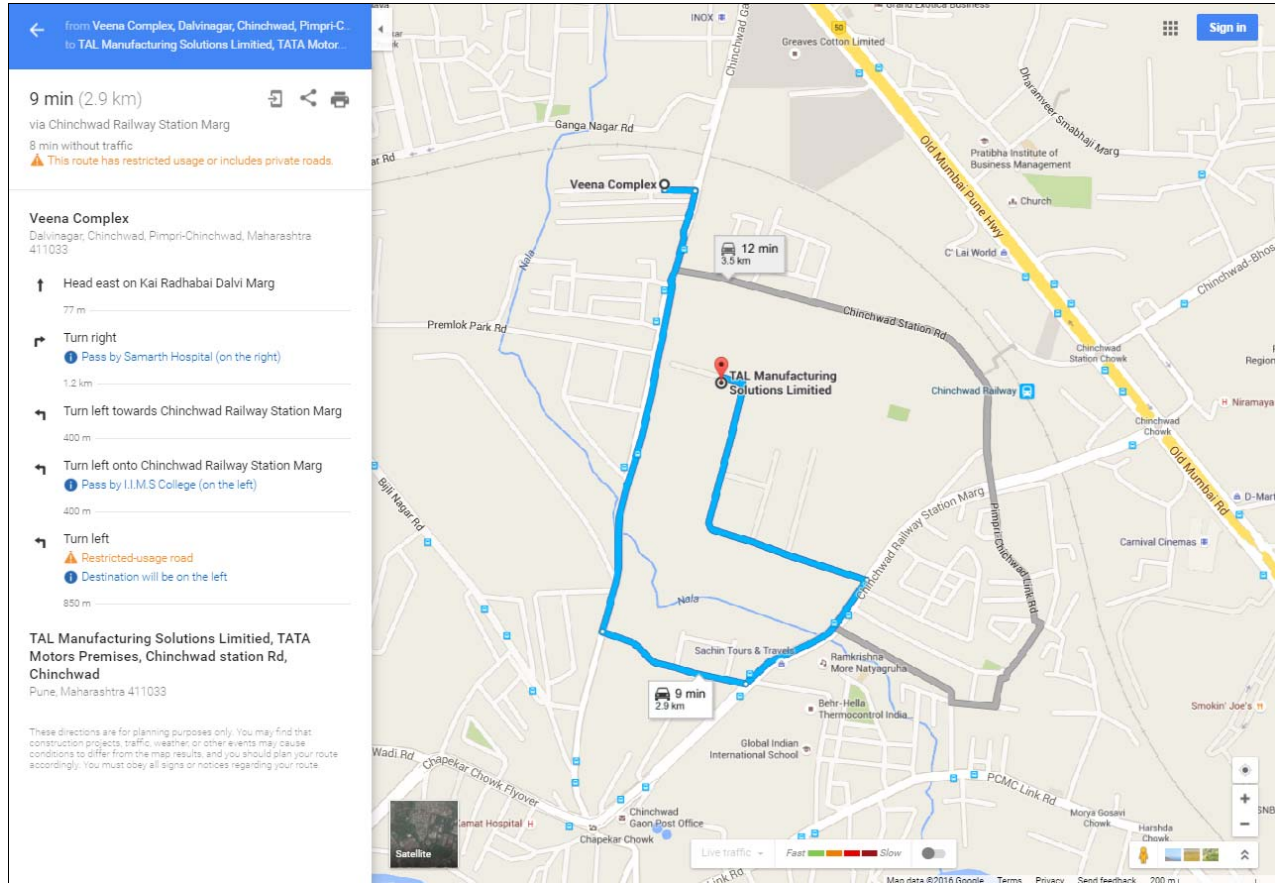
Signature of Proxy holder (s).....

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 18th 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.