

EXTRA-ORDINARY GENERAL MEETING

NOTICE

Notice is hereby given that an Extra-ordinary General Meeting (EGM) of the members of **Tata Advanced Materials Limited** will be held on Tuesday, the 27th day of September, 2016, at 1.15 PM., at the Registered Office of the Company at No.10, Jigani Industrial Area, Jigani, Bengaluru 560 105, to transact the following business:

SPECIAL BUSINESS:

1. Report of the Board of Directors under Sick Industrial Companies (Special Provisions) Act, 1985

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

“RESOLVED that, the Report of Board of Directors of the Company to the Shareholders on the erosion of more than fifty percent of the Company’s peak net worth during immediately preceding four financial years by its accumulated losses as on 31st March, 2016 and the causes for such erosion, as required under Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985, (“SICA”) be and is hereby considered and approved.

RESOLVED FURTHER that Mr.SR Mukherjee, CEO and Mr.Shashidhar SK, CFO & Company Secretary be and they are hereby severally authorized to finalize and file the above stated report with the Board for Industrial and Financial Reconstruction (BIFR) and to do all such acts, deeds, matters and things as they may deem necessary, desirable or expedient in relation thereto.”

NOTES:

1. A Member of the Company entitled to attend and vote at the Extra-ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and on a Poll, to vote, instead of himself/herself and the proxy need not be a member of the Company.
2. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 (Forty Eight) hours before the EGM. Proxies submitted on behalf of limited companies, societies, partnership firms etc.; must be supported by appropriate resolutions or authority, as applicable, issued on behalf of the nominating organization.
3. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such member can appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.

4. In case of joint holder attending the meeting, the member whose name appears as the first holder in the order of the name as per register of members of the Company will be entitled to vote.
5. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013, in respect of the business under Item 1 of the Notice is annexed hereto.

Place : Bengaluru
Date : August 29, 2016

By order of the Board of Directors
for **TATA ADVANCED MATERIALS LIMITED,**

Shashidhar S K
CFO & Company Secretary

Registered Office :
10, Jigani Industrial Area
Jigani, Bengaluru - 560 105.
CIN : U85110KA1989PLC013224
Email Id : contactus@tamindia.com
Website address : www.tamindia.com

EXPLANATORY STATEMENT:

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

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 1, of the accompanying Notice:

Item No. 1: Report of the Board of Directors under Sick Industrial Companies (Special Provisions) Act, 1985

The Company's accumulated loss as on 31st March, 2016 at Rs.260.28 crores exceeds 50% of the peak net worth of the Company during the immediately preceding four financial years (Peak Net Worth was Rs.266.76 crores as on 31st March, 2015).

In terms of Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985, the Company is required to convene a general meeting of the members within 60 days from the date of the finalization of the audited accounts for the year ended 31st March, 2016 to consider the Report of the Board of Directors regarding the erosion of net worth and causes thereof and report the fact of such erosion to the Board for Industrial and Financial Reconstruction (BIFR) within the prescribed period.

The Extraordinary General Meeting is being convened to comply with the above requirement. The date of finalization of the audited accounts for the year ended 31st March 2016 is 27th September, 2016, the date on which the audited financial statements are being adopted by the members at the Annual General Meeting

The Board of Directors accordingly recommend the Ordinary Resolution, set out at Item No.1 of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the Resolution set out in Item No.1 of the accompanying Notice

By order of the Board of Directors
For **TATA ADVANCED MATERIALS LIMITED**

Place: Bengaluru
Date: August 29, 2016

Shashidhar S K
CFO & Company Secretary

TATA ADVANCED MATERIALS LIMITED (TAML)
DIRECTORS' REPORT

The Directors hereby report that under the Sick Industrial Companies (Special Provisions) Act, 1985 (SICA), the Company comes under the purview of a potentially sick Industrial company as at 31st March 2016. The accumulated loss of the Company as on 31st March, 2016 of Rs.260.28 crores, is more than 50% of the peak net worth of the Company in the preceding four financial years (peak net worth Rs.266.76 crores, as on 31st March, 2015)

1. Reasons for erosion of Net Worth.

The Company made large investments in the initial years of the Aerospace Business, which is characterized by significant upfront investments, and relatively longer gestation period for achievement of breakeven revenues and profits which led to initial years of losses. Even though TAML is into commercial production on several aerospace programs, its revenues are still marginally lower than what is required for achieving breakeven revenues.

However, the Company continues to ramp up its revenues and is growing at a CAGR of over 20% in the last 3 years. For the year ended 31st March, 2016, the Company's revenue from operations was Rs.213 crores against Rs.128 crores achieved in the previous year – a growth of 66%. The Aerospace sales revenue grew by 70% from Rs.110.57 crores to Rs.187.58 crores, aided by increased volumes from existing programs and strong execution. After two years of revenue decline, sales revenue from Defense increased to Rs.23.07 crores, registering a growth of 39% over previous year revenue of Rs.16.59 crores aided by increased business for missile containers, personnel and vehicle armor.

2. Remedial Measures

The Company has been continuously reducing its losses over the last 3 years through improved business performance.

TAML turned EBITDA positive after 10 financial years and posted an EBITDA of Rs.19.86 crores for FY16. The net Loss for the year significantly reduced from Rs.32.09 crores in FY2015 to Rs.8.26 crores in FY2016

TAML is working to expand its customer base, achieve differentiation, upgrade technological and manufacturing capabilities and implement effective business process architecture to achieve operational excellence.

The Company's business outlook for the financial year 2016-2017 is encouraging and the Aerospace business is expected to continue to grow at a healthy pace. The Company is also in discussion to acquire new business, both from existing and new customers.

The company's defense business continues to be closely linked to the Government's increasing pace of defense procurement.

The Company is focusing on improving employee productivity and operational metrics, such as OEE, OTIF and COPQ etc.

It is the endeavor of the Board and Management to continue to improve the operating and financial performance and make the Company a profitable enterprise.

For and on behalf of the Board,

A.P.Arya KRS Jamwal
Director Director

Place: Bengaluru

Date: August 19, 2016

TATA Advanced Materials Limited Route Map

TATA Advanced Materials Limited
10, Jigani Industrial Area
Jigani, Bengaluru - 560 105
Land Mark : APC Circle Bus Stop



ATTENDANCE SLIP

TATA ADVANCED MATERIALS LIMITED

(CIN: U85110KA1989PLC013224)

Regd. Office: Plot No. 10, Jigani Industrial Area, Jigani, Bangalore 560 105

Tel: 080 – 6695 5500 Fax: 080 – 6695 5555

www.tamlindia.com E-mail: contactus@tamlindia.com

Folio No./ DP ID / Client ID:

Number of shares held

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Extra-ordinary General Meeting (EGM) of the Company at Registered office of the Company at No.10, Jigani Industrial Area, Jigani, Bangalore, 560 105 on Tuesday, September 27, 2016 at 1.15 P.M.

.....
Name of the Member / Proxy
(in BLOCK letters)

.....
Signature of the Member / Proxy

Note:

1. Only Member / Proxy holder can attend the Meeting.
2. Shareholder / Proxy wishing to attend the meeting must bring the Attendance Slip, duly signed, to the meeting and hand it over at the entrance.
3. Member / Proxy holder desiring to attend the meeting may bring his / her copy of the EGM Notice for reference at the Meeting.

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PROXY FORM

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

TATA ADVANCED MATERIALS LIMITED

(CIN: U85110KA1989PLC013224)

Regd. Office: Plot No. 10, Jigani Industrial Area, Jigani, Bangalore 560 105

Tel: 080 – 6695 5500 Fax: 080 – 6695 5555

www.tamlindia.com E-mail: contactus@tamlindia.com

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

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

Name:	_____	
Address:	_____	
E-mail ID:	_____	Signature: _____

OR FAILING HIM

Name:	_____	
Address:	_____	
E-mail ID:	_____	Signature: _____

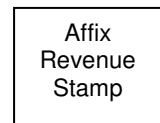
OR FAILING HIM

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 Extra-ordinary General Meeting (EGM) of the Company to be held at Registered office of the Company at No.10, Jigani Industrial Area, Jigani, Bangalore, 560 105 on Tuesday, September 27, 2016, at 1.15 P.M and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (optional see Note 4) (Please mention no. of shares)	
		FOR	AGAINST
	Ordinary Business		
1.	Report of the Board of Directors under Sick Industrial Companies (Special Provisions) Act, 1985		

Signed this _____ day of _____ 2016.



Signature of the Member

Signature of the Proxy Holder(s)

Signature across the Stamp

NOTE:

1. Please complete all details including detail of member(s) in above box before submission.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Plot No. 10, Jigani Industrial Area, Jigani, Bangalore 560 105, not less than 48 hours before the commencement of the Meeting.
3. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.
4. It is optional to include your preference. If you leave the 'for', 'against' or column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

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