

**TATA ADVANCED MATERIALS LIMITED**  
**26TH ANNUAL GENERAL MEETING**

**NOTICE OF MEETING**

NOTICE IS HEREBY GIVEN that the Twenty Sixth Annual General Meeting of the Members of Tata Advanced Materials Limited will be held on Tuesday, the 27th September, 2016, at 1.00 PM at the Registered office of the Company at No.10, Jigani Industrial Area, Jigani, Bangalore – 560 105, to transact the following business:-

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year 31<sup>st</sup> March, 2016, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2016, the statement of Profit & Loss for the financial year ended on that date, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in the place of Mr AP Arya (DIN:00020001), who retires by rotation and being eligible, offers himself for re-appointment
3. **Appointment of Auditors**

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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.008072S) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Seventh AGM of the Company to be held in the year 2017 to audit the financial statements of the Company for the financial year ending March 31, 2017 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

## **SPECIAL BUSINESS**

### **4. Appointment of Mr. Milind M. Shahane as Director (Non-Independent) of the Company**

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

“RESOLVED THAT Mr. Milind M. Shahane (DIN 03291774) who was appointed by the Board of Directors as an Additional Director (Non-Independent) of the Company with effect from November 03, 2015 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

### **5. Appointment of Mr. L.R. Natarajan as a Director (Independent) of the Company**

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

“RESOLVED THAT Mr. L.R. Natarajan (DIN 05230512) who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 19, 2016 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director (Independent) of the Company.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, as amended from time to time, appointment of Mr. L.R. Natarajan (who meets the criteria for independence as provided in Section 149(6) of the Act) as an Independent Director of the Company, not liable to retire by rotation, for a term of 3 years, commencing with effect from August 19, 2016 to August 18, 2019, be and is hereby approved.”

## NOTES:

1. A Member of the Company entitled to attend and vote at the Annual General Meeting (AGM) 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 AGM. 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 Items 3, 4 & 5 of the Notice is annexed hereto.

By order of the Board of Directors  
For Tata Advanced Materials Limited

Place: Bengaluru  
Date: August 29, 2016

Shashidhar SK  
CFO & Company Secretary

Tata Advanced Materials Limited  
CIN: U85110KA1989PLC013224  
Registered Office:  
#10 Jigani Industrial Area  
Jigani Bangalore 560 105

**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 Nos. 3, 4 & 5 of the accompanying Notice:

**Item No. 3: Appointment of Auditors**

Though not mandatory under section 102 of the Companies Act, 2013, this explanation is provided for the understanding of the members:

Deloitte Haskins & Sells (Firm Registration No.008072S), Chartered Accountants, were appointed as Statutory Auditors of the Company for a period of 3 years from the conclusion of 24<sup>th</sup> Annual General Meeting (AGM) till the conclusion of 27<sup>th</sup> AGM of the Company, to be held in 2017 (subject to ratification of their appointment at every AGM). In pursuance of the same, their ratification for appointment from the conclusion of the 26<sup>th</sup> AGM till the conclusion of the 27<sup>th</sup> AGM, is being put upto to the shareholders for their ratification

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 3 of the accompanying Notice.

**Item No.4: Appointment of Mr. Milind M. Shahane as Director of the Company**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Milind M. Shahane (DIN 03291774) as an Additional Director with effect from November 03, 2015 under Article 149 of the Articles of Association of the Company. Mr. Milind M. Shahane holds office up to the date of the forthcoming Annual General Meeting and is eligible for appointment as Director of the Company.

The Company has received a notice in writing from a Member of the Company along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Milind M. Shahane for the office of Director of the Company. Mr. Milind M. Shahane has consented to act as a Director of the Company

Mr. Milind M. Shahane, served as the Chief Executive Officer and Managing Director of Drive India Enterprise Solutions Limited. Earlier, Mr. Shahane served as Chief Operating Officer of Engineering Products Business Group and Executive Vice President at Voltas Ltd.

A brief resume of Mr. Milind M. Shahane is enclosed for the information of the members.

In the opinion of the Board, Mr. Milind M. Shahane fulfills the conditions specified in the Act and the Rules made there under for being appointed as Director.

The Board feels that the Company will benefit considerably through Mr. Milind M. Shahane's knowledge and experience.

The Board recommends the resolution as set out at Item No.4 of the accompanying Notice for the approval by the Members of the Company by way of an Ordinary Resolution.

Mr. Milind M. Shahane is concerned or interested in the Resolution mentioned in Item No.4 of the Notice relating to his appointment. Other than Mr. Milind Shahane, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned in Item No.4 of the Notice.

#### **Item No.5: Appointment of Mr. L.R. Natarajan as an Independent Director of the Company**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. L.R. Natarajan (DIN 05230512) as an Additional Director as also an Independent Director, not being liable to retire by rotation, for a term of 3 years i.e. from August 19, 2016 to August 18, 2019, subject to the approval of the Members.

As per Section 161(1) of the Act, Mr. L.R. Natarajan being an Additional Director, holds office upto the forthcoming Annual General Meeting of the Company to be held on September 27, 2016 and is eligible to be appointed a Director of the Company. The Company has received a notice in writing from a Member of the Company along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. L.R. Natarajan for the office of Director of the Company. Mr. L.R. Natarajan has consented to act as a Director of the Company.

In terms of Section 149 and other applicable provisions of the Act, Mr. L.R. Natarajan is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

Mr. Natarajan is a multifaceted executive with over 35 years of experience in various industries, spanning from Agricultural, Engineering, Automotive, Consulting, Manufacturing, Retailing of Consumer Goods and Services. His expertise is in business and process management areas including lean flow manufacturing, Theory of Constraints, Leadership development, organizational innovation, business turn-around and disruptive innovation.

He is currently teaching in leading IIM's on creativity and Innovation. He also takes up consulting assignments on Strategy and Innovation from corporate clients.

A brief resume of Mr. L.R. Natarajan is enclosed for the information of the members.

In the opinion of the Board, Mr. L.R. Natarajan fulfills the conditions specified in the Act and the Rules made there under for appointment as an Independent Director and is independent of the management.

The terms and conditions of appointment of Mr. L.R. Natarajan shall be open for inspection at the Registered Office of the Company during normal business hours on any working day of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. L.R. Natarajan as an Independent Director is now being placed before the Members in general meeting for their approval.

The Board recommends the resolution as set out at Item No.5 of the accompanying Notice for the approval by the Members of the Company by way of an Ordinary Resolution.

Mr. L.R. Natarajan is concerned or interested in the Resolution mentioned at Item No.5 of the Notice relating to his own appointment. Other than Mr. L.R. Natarajan, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.5 of the Notice.

Mr. L.R. Natarajan is not related to any other Director of the Company.

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

Place: Bengaluru  
Date: August 29, 2016

Shashidhar S K  
CFO & Company Secretary

**BRIEF RESUME OF THE DIRECTOR SEEKING RE-APPOINTMENT AS DIRECTOR AT THIS ANNUAL GENERAL MEETING**

1	Name	Mr. AP Arya										
2	Age	68 Years										
3	Qualification	MS (Manufacturing Technology & Project Management)										
4	Experience	<p>Extensive experience in senior business leadership assignments, particularly in manufacturing and other strategic business functions in aeronautical and automobile industry</p> <p>He contributed significantly in various turn around initiatives at various levels and handled civil aircraft division and advanced light helicopter project during his 27 years stay with HAL. He served as a member of Board of various domestic and foreign companies like Heavy Axles Limited, Tata Holset Limited, Tata Cummins Limited, Nita Motors, Bangladesh and Heavy Transmissions Limited</p>										
5	Terms and Conditions	Appointed as Non-Executive (Non-Independent) Director of the Company.										
6	Past remuneration	NIL										
7	Date of first appointment on the Board	26/11/2007										
8	Shareholding in the Company	NIL										
9	Relationship with other Directors and other Key Managerial Personnel	Mr. AP Arya is not related to any of the Directors or Key Managerial Personnel of the Company.										
10	Number of meetings attended during the year	<ul style="list-style-type: none"> <li>• Mr. AP Arya attended all the 4 Board Meetings held during FY 2016.</li> <li>• Mr. AP Arya attended all the 4 Audit Committee Meetings held during FY2016, being a member of the Committee.</li> <li>• Mr. AP Arya attended all Stake Holders' Relationship Committee Meeting held during FY206, being a member of the Committee.</li> </ul>										
11	Other Directorships, membership / Chairmanship of Committees of other Boards	<p>Mr. AP Arya bearing DIN: 00020001 holds the following other directorships as on the date of this notice:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">No</th> <th style="width: 40%;">CIN</th> <th style="width: 30%;">Name of the Company</th> <th style="width: 20%;">Current Designation</th> </tr> </thead> <tbody> <tr> <td align="center" colspan="4">NIL</td> </tr> </tbody> </table> <p>Membership/ Chairmanship of Committees of other Boards: NIL</p>			No	CIN	Name of the Company	Current Designation	NIL			
No	CIN	Name of the Company	Current Designation									
NIL												

**BRIEF RESUME OF THE DIRECTOR SEEKING RE-APPOINTMENT AS DIRECTOR AT THIS ANNUAL GENERAL MEETING**

1	Name	Mr. Milind M. Shahane													
2	Age	53 Years													
3	Qualification	<ul style="list-style-type: none"> <li>• B.Tech (Chem. Engg)</li> <li>• M.S. (Chem. Engg)</li> <li>• PGDM</li> </ul>													
4	Experience	<p>Mr. Milind M. Shahane is having over 25 Years of experience in professional organisations in India at various levels.</p> <p>Mr. Milind M. Shahane, served as the Chief Executive Officer and Managing Director of Drive India Enterprise Solutions Limited. Earlier, Mr. Shahane served as Chief Operating Officer of Engineering Products Business Group and Executive Vice President at Voltas Ltd.</p>													
5	Terms and Conditions	He was appointed as Non-Executive (Non Independent) Director of the Company.													
6	Past remuneration	NIL													
7	Date of first appointment on the Board	03/11/2015													
8	Shareholding in the Company	NIL													
9	Relationship with other Directors and other Key Managerial Personnel	Mr. Milind M. Shahane is not related to any of the Directors or Key Managerial Personnel of the Company.													
10	Number of meetings attended during the year	<ul style="list-style-type: none"> <li>• Mr. Milind M. Shahane attended 1 Board Meeting out of the 4 Board Meetings held during FY2016.</li> </ul>													
11	Other Directorships, membership / Chairmanship of Committees of other Boards	<p>Mr. Milind M. Shahane bearing DIN: 03291774 holds the following other directorships as on the date of this notice:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 5%;">No</th> <th style="width: 35%;">CIN</th> <th style="width: 35%;">Name of the Company</th> <th style="width: 25%;">Current Designation</th> </tr> </thead> <tbody> <tr> <td align="center">1</td> <td>U63090WB2003PTC097044</td> <td align="center">Reach Cargo Movers Private Limited</td> <td align="center">Director</td> </tr> <tr> <td align="center">2</td> <td>U72900TN2000PLC104165</td> <td align="center">Drive India Enterprise Solutions Limited</td> <td align="center">Director</td> </tr> </tbody> </table> <p>Membership/ Chairmanship of Committees of other Boards:NIL</p>		No	CIN	Name of the Company	Current Designation	1	U63090WB2003PTC097044	Reach Cargo Movers Private Limited	Director	2	U72900TN2000PLC104165	Drive India Enterprise Solutions Limited	Director
No	CIN	Name of the Company	Current Designation												
1	U63090WB2003PTC097044	Reach Cargo Movers Private Limited	Director												
2	U72900TN2000PLC104165	Drive India Enterprise Solutions Limited	Director												

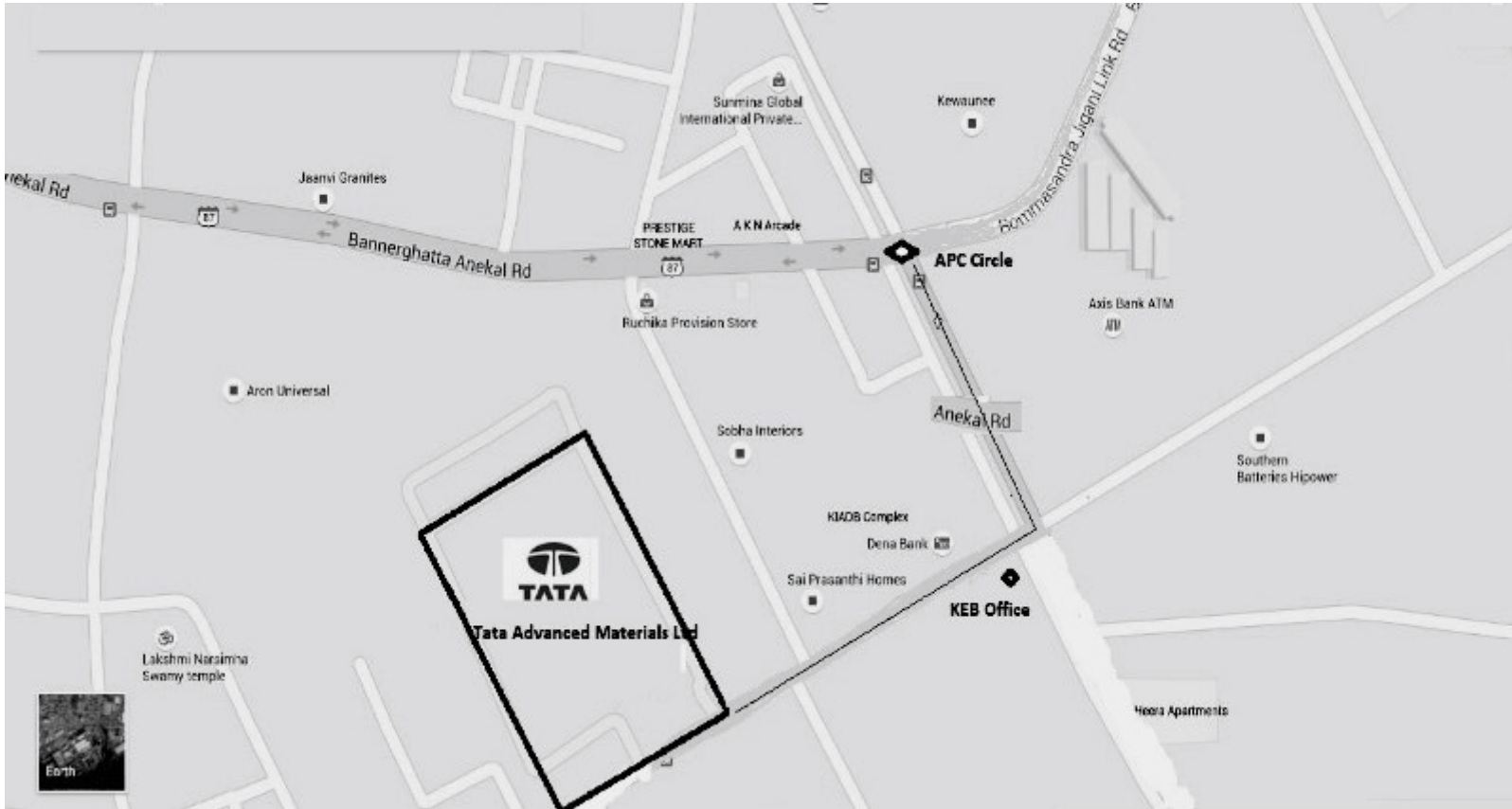


**BRIEF RESUME OF THE DIRECTOR SEEKING RE-APPOINTMENT AS DIRECTOR AT THIS ANNUAL GENERAL MEETING**

1	Name	Mr. L. R. Natarajan									
2	Age	61 Years									
3	Qualification	Graduate Automobile Engineer									
4	Experience	<p>Mr. Natarajan is a multifaceted executive with over 35 years of experience in various industries, spanning from Agricultural, Engineering, Automotive, Consulting, Manufacturing, Retailing of Consumer Goods and Services. His expertise is in business and process management areas including lean flow manufacturing, Theory of Constraints, Leadership development, organizational innovation, business turn-around and disruptive innovation.</p> <p>He is currently teaching in leading IIM's on creativity and Innovation. He also takes up consulting assignments on Strategy and Innovation from corporate clients.</p>									
5	Terms and Conditions	He was appointed as Non-Executive Independent Director of the Company.									
6	Past remuneration	NIL									
7	Date of first appointment on the Board	19/08/2016									
8	Shareholding in the Company	NIL									
9	Relationship with other Directors and other Key Managerial Personnel	Mr. L. R. Natarajan is not related to any of the Directors or Key Managerial Personnel of the Company.									
10	Number of meetings attended during the year	Not Applicable as appointed in FY 2017									
11	Other Directorships, membership / Chairmanship of Committees of other Boards	<p>Mr. L. R. Natarajan bearing DIN: 05230512 holds the following other directorships as on the date of this notice:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">No</th> <th style="width: 40%;">CIN</th> <th style="width: 30%;">Name of the Company</th> <th style="width: 20%;">Current Designation</th> </tr> </thead> <tbody> <tr> <td align="center" colspan="4">NIL</td> </tr> </tbody> </table> <p>Membership/ Chairmanship of Committees of other Boards: NIL</p>		No	CIN	Name of the Company	Current Designation	NIL			
No	CIN	Name of the Company	Current Designation								
NIL											

# 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](http://www.tamlindia.com) E-mail: [contactus@tamlindia.com](mailto: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 26th Annual General Meeting 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 1.00 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 Annual Report 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](http://www.tamlindia.com) E-mail: [contactus@tamlindia.com](mailto: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: _____

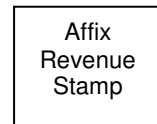
OR FAILING HIM

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 Twenty Sixth Annual General Meeting 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 1.00 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
	<b>Ordinary Business</b>		
1.	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2016		
2.	Re-appointment of Mr. AP Arya as a Director of the Company		
3.	Appointment of Auditors		
	<b>Special Business</b>		
4.	Appointment of Mr. Milind M. Shahane as Director (Non-Independent)		
5.	Appointment of Mr. L.R. Natarajan as a Director (Independent)		

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.

**INTENTIONALLY KEPT BLANK**