

TATA ADVANCED MATERIALS LIMITED
27TH ANNUAL GENERAL MEETING

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Twenty Seventh Annual General Meeting of the Members of Tata Advanced Materials Limited will be held on Tuesday, the 08th August, 2017, 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 31st March 2017, including the Audited Balance Sheet as at 31st March 2017, 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 Dr. Tridibesh Mukherjee, who retires by rotation and being eligible, offers himself for re-appointment
3. To appoint a Director in the place of Mr. KRS Jamwal, who retires by rotation and being eligible, offers himself for re-appointment

4. 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force), the appointment of BSR & Associates LLP, (Firm Registration No. 116231W/W-100024), Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of forthcoming 27th Annual General Meeting till the conclusion of the 32nd Annual General Meeting, subject to the ratification by the shareholders annually, at a remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

5. Appointment of Mr. Frank Ross Bradley 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. Frank Ross Bradley (DIN 0007718325) who was appointed by the Board of Directors as an Additional Director (Non-Independent) of the Company with effect from February 13, 2017 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.

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 4 & 5 of the Notice is annexed hereto.

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

Place: Bengaluru
July 11, 2017

Sudhi Ranjan Mukherjee
CEO & Manager

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. 4 ,5 of the accompanying Notice:

Item No. 4: 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 24th Annual General Meeting (AGM) till the conclusion of 27th AGM of the Company, to be held in 2017 (subject to ratification of their appointment at every AGM). In pursuance of the same, their appointment ceases in ensuing Annual General Meeting.

BSR & Associates LLP (Firm Registration No. 116231W/W-100024) Chartered Accountants are appointed as Statutory Auditors of the Company for a period of 5 years from the ensuing 27th Annual General Meeting till the conclusion of 32nd Annual General Meeting, 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. 4 of the accompanying Notice.

Item No.5: Appointment of Mr. Frank Ross Bradley as Director of the Company

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Frank Ross Bradley (DIN 0007718325) as an Additional Director with effect from February 13, 2017 under Article 149 of the Articles of Association of the Company. Mr. Frank Ross Bradley 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. Frank Ross Bradley for the office of Director of the Company. Mr. Frank Ross Bradley has consented to act as a Director of the Company.

A brief resume of Mr. Frank Ross Bradley, is enclosed for the information of the members.

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

1	Name	Mr. Ross Bradley
2	Age	69 years
3	Qualification	<ul style="list-style-type: none"> • Degrees in Engineering • Fellow of the Royal Aeronautical Society
4	Experience	<ul style="list-style-type: none"> • Consultant & Advisor to the Board of TATA Advanced Materials Ltd (TAML) • As CEO, established a composite aerostructure company in Abu Dhabi (Strata) • Senior Aerospace Advisor to Mubadala in Abu Dhabi • CEO of Farnborough Aerospace Consortium • Managing Director of the Eurofighter Typhoon Programme for BAE SYSTEMS. • Programme Director for the Tornado and Airbus Programmes for BAESYSTEMS. • Site Director of a large manufacturing facility for BAESYSTEMS • Member of UK Government Aerospace Innovation Growth Team (2003-2007). • Various international positions as an engineer and manager.
5	Terms and Conditions	He was appointed as Non-Executive, Non-Independent Director of the Company.
6	Past remuneration	NA
7	Date of first appointment on the Board	13 th February, 2017
8	Shareholding in the Company	NA
9	Relationship with other Directors and other Key Managerial Personnel	Mr. Ross Bradley is not related to any of the Directors or Key Managerial Personnel of the Company.
10	Number of meetings attended during the year	1 meeting

11	Other Directorships, membership / Chairmanship of Committees of other Boards	NA
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In the opinion of the Board, Mr. Frank Ross Bradley 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. Frank Ross Bradley's knowledge and experience.

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

Mr Frank Ross Bradley is not related to any other Director of the Company.

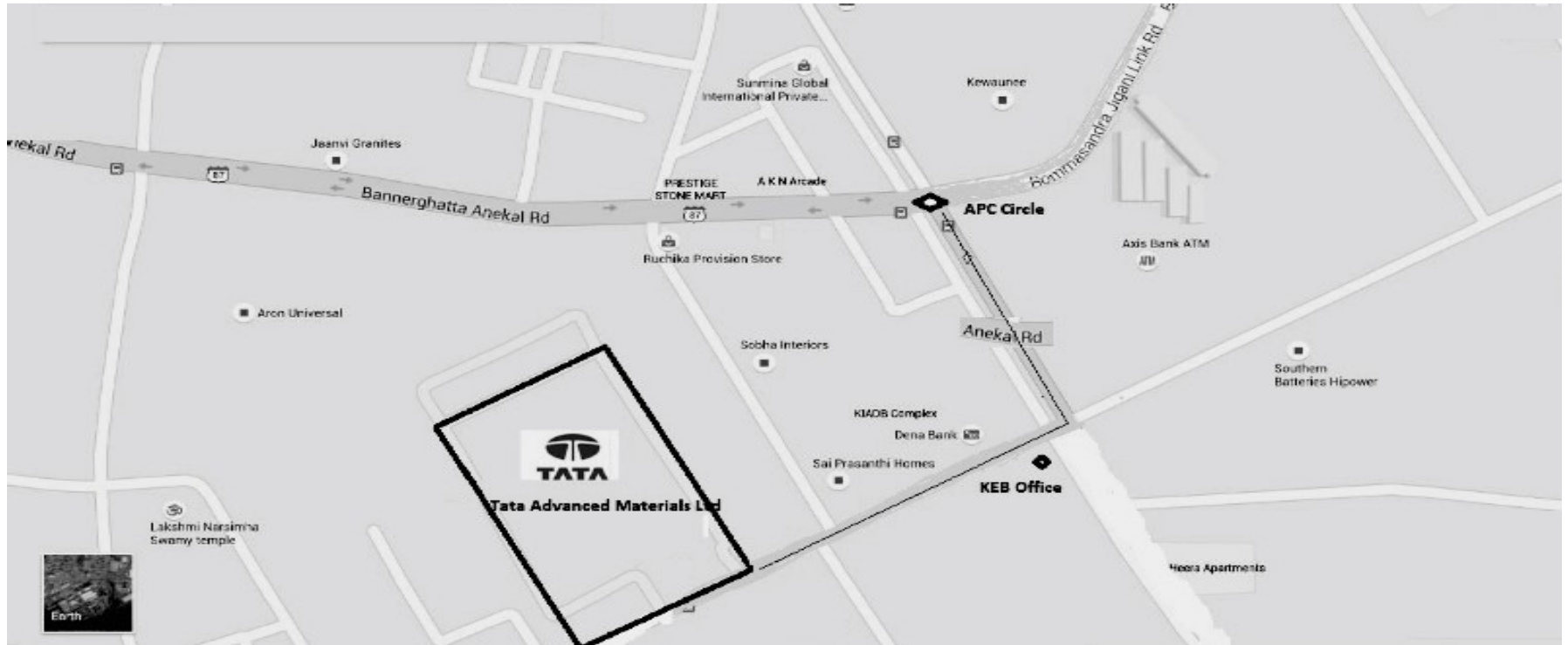
By order of the Board of Directors
For **TATA ADVANCED MATERIALS LIMITED**

Place: Bengaluru
Date: July 11, 2017

Sudhi Ranjan Mukherjee
CEO & Manager

TATAAdvanced Materials Limited RouteMap

Land Mark: APC Circle Bus Stop



TATA ADVANCED MATERIALS LIMITED
CIN No: U85110KA1989PLC013224
10, Jigani Industrial Area, Jigani, Bangalore – 560105
Contact: Diwakar AR, Tel: 080 6695 5567, Fax 080 6695 5555
Email: contactus@tamlindia.com

TATA ADVANCED MATERIALS LIMITED
Registered Office
No.10, Jigani Industrial Area, Jigani , Bengaluru – 560105.

PROXY FORM

I/We of in the district ofbeing a member/members of Tata Advanced Materials Limited, hereby appoint of in the district ofor failing him of in the district ofas my/our proxy to attend and vote for me/us on my/our behalf at the Twenty seventh Annual General Meeting of the Company to be held on Tuesday, 08th August, 2017, at 1.00 p.m. at the Registered office of the Company at No.10, Jigani Industrial Area, Jigani, Bengaluru – 560105 and at any adjournment thereof.

Signed this day of**2017.**

DP.Id+	
Client Id+	
Reg. Folio No.	

Affix Revenue Stamp

Signature

+Applicable if shares are held in electronic form.

This form is to be used* in favour of /*against the Resolution. Unless otherwise instructed the proxy will act as he thinks fit.

*Strike out whichever is not desired.

NOTE:

This proxy form in order to be effective should be duly completed and signed across the Revenue Stamp and should reach the Registered Office of the Company at least 48 hours before the time of the meeting.

TATA ADVANCED MATERIALS LIMITED
Registered Office
No.10, Jigani Industrial Area, Jigani, Bengaluru – 560105.

ATTENDANCE SLIP

TWENTY SEVENTH ANNUAL GENERAL MEETING – TUESDAY, 08TH AUGUST, 2017

I Certify that I am a registered shareholder/proxy for the registered shareholder of the Company, I hereby record my presence at the Twenty seventh Annual General Meeting of the Company to be held on Tuesday, 08 August, 2017, at 01.00 p.m. at the Registered office of the Company, at No.10, Jigani Industrial Area, Jigani, Bengaluru – 560105 and at any adjournment thereof.

DP.Id+	
Client Id+	
Reg. Folio No.	

Signature of the Shareholder/Proxy

Full Name of the Shareholder/Proxy
(In block letters)

+Applicable if shares are held in electronic form.

NOTE:

Shareholders attending the meeting in person or by proxy are requested to complete this attendance slip and hand it over at the entrance of the meeting hall.