



Taneja Aerospace and Aviation Limited

Thally Road, Denkanikottai, Krishnagiri Dist.,

Belagondapalli - 635 114, Tamil Nadu

Tel.: + 91 04347 233509

Fax: + 91 04347 233414

E-mail: secretarial@taal.co.in

Website: www.taal.co.in

NOTICE OF 33RD ANNUAL GENERAL MEETING

Dear Shareholder,

I am pleased to invite you to the 33rd Annual General Meeting (“AGM”) of Taneja Aerospace & Aviation Limited (the “Company”) scheduled to be held through Video Conferencing (“VC”)/other Audio Visual Means (“OAVM”) on Tuesday 27th September, 2022 at 12:00 p.m. in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020, 17/2020, 2/2021, 2/2022 dated 5th May, 2020, 8th April, 2020, 13th April, 2020, January 13, 2021, May 05, 2022 respectively.

As a Shareholder, you are entitled to attend, speak and vote at the AGM. Here, it gives you the opportunity to vote on various Company matters, by attending AGM through VC/OAVM.

As per Section 108 of the Companies Act 2013, read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members the facility to cast their vote by electronic means on all resolutions set forth in the Notice before or during the Meeting. The instructions for e voting are included in this AGM Notice. The formal notice of AGM (the “AGM Notice”) is set out in subsequent pages of this document and explanatory notes on the business to be considered are set out on further pages.

Your Board of Directors presume that the proposals included in the Notice of AGM are in the best interests of the Company and its Shareholders as a whole. The Directors intend to do so in respect of their own shareholdings. On behalf of the Board of Directors, I would like to thank you for your continued support and look forward to connecting you at the Annual General Meeting.

Yours faithfully,

Sd/-

Ms. Ashwini Navare

Company Secretary



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NOTICE is hereby given that the 33rd Annual General Meeting (AGM) of the Members of Taneja Aerospace and Aviation Limited will be held on Tuesday, 27th September, 2022 at 12:00 p.m. IST through Video Conferencing / Other Audio Visual Means (VC/OAVM) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for financial year ended March 31, 2022 including the audited Balance Sheet as at March 31, 2022 and Statement of Profit and Loss for the year ended on that date and reports of the Board of Directors and the auditors thereon; and
 - (b) the Audited Consolidated financial statements of the Company for financial year ended March 31, 2022 including the Audited Consolidated Balance Sheet as at March 31, 2022 and the Consolidated Statement of Profit and Loss for the year ended on that date and the report of the auditors thereon.
2. To appoint a Director in place of Mrs. Rahael Shobhana Joseph (DIN: 02427554), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modification, the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, 140 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, M/s KKC & Associates, LLP , Chartered Accountants (Firm Registration No. 105146W/W100621) be and are hereby appointed as Statutory Auditors of the Company, to hold office for 5 (five) years from the conclusion of this Annual General Meeting until the conclusion of 38th Annual General Meeting on such remuneration as shall be fixed by the Board of Directors, plus tax(es) as may be applicable and reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company.”

By Order of the Board of Directors

For Taneja Aerospace and Aviation Limited

Sd/-

Ms. Ashwini Navare

Pune, August 09th, 2022



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NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.taal.co.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. Members holding shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agents, M/s. Bigshare Services Pvt Ltd. for consolidation into a single folio. Members holding shares in Dematerialized form are also requested to consolidate their shareholding.
8. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Members seeking any information with regard to the Accounts, are requested to write to the Company at secretarial@taal.co.in at least seven (7) days prior to the date of the meeting, so as to enable the Management to keep the information ready at the meeting.
10. Members may note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2021-22 will also be available on the Company's website www.taal.co.in for their download.
11. The documents referred to in the notice of the AGM are available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to secretarial@taal.co.in by 23rd September, 2022.



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12. The voting rights of the Members shall be in proportion to their share of the paid up equity share capital of the Company as on the **cut off date, i.e. Tuesday, 20th September, 2022**
13. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as on the Cut-off date i.e. Tuesday, 20th September, 2022, may obtain the log in ID and password by sending a request at evoting@nsdl.co.in or at secretarial@taal.co.in or at prasadm@bigshareonline.com.
14. Anuj Nema, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Scrutinizer shall submit, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, of any, to the Company Secretary. The Company Secretary shall declare the results of the voting forthwith and the same shall be placed on the website of the Company i.e. www.taal.co.in in the results shall also be immediately submitted to the Bombay Stock Exchange (BSE).
15. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice
16. The Company's Registrar and Transfer Agents for its Share Registry work (physical and electronic) are M/S. Bigshare Services Pvt Ltd (Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, Next To Ahura Centre, Andheri East, Mumbai, 400093).

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, 23rd September, 2022 at 09:00 A.M. and ends on Monday, 26th September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 20th September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20th September, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e.



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	<p>NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none">If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Shareholders/Members can also download NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistrationAlternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL



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	where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.



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Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to anuj_nema@hotmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to MMegha Malviya at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@taal.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@taal.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.



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4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@taal.co.in . The same will be replied by the company suitably.

SPEAKER REGISTRATION

1. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request at secretarial@taalent.co.in from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number on or before **September 20, 2022 (5:00 PM IST)**. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
6. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name



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and serial number for speaking.

IMPORTANT COMMUNICATION TO MEMBERS

Pursuant to the provisions of the Companies Act, 2013, the Central Government has taken "Green Initiative" by allowing companies to serve notice/ documents including Annual Reports by e-mail to its members. This will also ensure prompt receipt of communication and avoid loss in postal transit. The members can also download these documents from Company's website i.e. www.taal.co.in. To support this "Green Initiative" in full measure, members who have not registered/ updated their email addresses so far, are requested to register/ update their e-mail addresses by sending e-mail to prasadm@bigshareonline.com with subject as '**E-mail for Green Initiative**' mentioning their Folio No./ Client ID. Members holding shares in Demat form may register/ update their e-mail addresses with the Depository through their concerned Depository Participant(s).



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

ITEM NO. 3

The second 5 year term of the existing statutory auditors of the Company viz. M/s MSKA & Associates; Chartered Accountant, will complete at this Annual General Meeting ("AGM"). The Board at its meeting held on August 09, 2022, on recommendation of the Audit Committee, has recommended the appointment of M/s KKC & Associates and LLP, Chartered Accountants, (KKC) as Statutory Auditors of the Company for a period of 5 (Five) consecutive years from conclusion of this AGM till the conclusion of 38th AGM, subject to the approval of members of the Company, at a remuneration of Rs. 650000/- (Rupees Six Lakhs Fifty Thousand Only) for FY2022-23, excluding taxes and reimbursement of expenses at actuals. The Board, in consultation with the Audit Committee, may in future may change the terms of appointment, including remuneration, as mutually agreed with the KKC.

KKC & Associates LLP (formerly Khimji Kunverji & Co LLP) is a Chartered Accountant firm registered with The Institute of Chartered Accountants of India ("ICAI") with Firm Registration No. FRN 105146W/W100621 and is a peer reviewed audit firm. The firm was established in 1936 and is led by 13 partners. The firm provides a range of services which include audit & assurance, taxation, advisory & accounting. The firm has significant presence in providing auditing, taxation & advisory services to manufacturing/trading, service, banking and NBFC, etc.

The Audit Committee considered various parameters viz. capability to serve a diverse and complex business landscape like that of the Company, audit experience in the Company's operating segments, technical knowledge etc., and found KKC to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company

As per the provisions of the Companies Act, 2013 ("Act"), KKC has given consent to act as the Statutory Auditors of the Company and confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as Statutory Auditors in terms of Section 139 and 141 of the Act. The Board recommends the resolution at item no. 3 for approval of the Members as an Ordinary Resolution

None of the Directors or Key Managerial Personnels of the Company/ their relatives are concerned/ interested in this Resolution.

By Order of the Board of Directors

For Taneja Aerospace and Aviation Limited

Ms. Ashwini Navare

Pune, August 09th, 2022



Taneja Aerospace and Aviation Limited

Thally Road, Denkanikottai, Krishnagiri Dist.,

Belagondapalli - 635 114, Tamil Nadu

Tel.: + 91 04347 233509

Fax: + 91 04347 233414

E-mail: secretarial@taal.co.in

Website: www.taal.co.in

DETAILED PROFILE OF THE AUDITOR SEEKING APPOINTMENT IS AS UNDER:

Sr. No.	Particulars	Details
1.	Name of the Auditor	M/s KKC & Associates and LLP, Chartered Accountants
2.	Reason for Change	<p>Pursuant to Section 139 of the Companies Act, 2013 M/s MSKA & Associates, Chartered Accountant were appointed by the shareholders in AGM held on September 26, 2017 as the Statutory Auditors for a term of 5 Consecutive years.</p> <p>The term of M/s. MSKA & Associates, Chartered Accountant as the Statutory Auditors of the Company is completing at the ensuing AGM.</p> <p>Accordingly, the Board, at its meeting held on August 09, 2022, approved the appointment of M/s. KKC & Associates and LLP, Chartered Accountants, as the Statutory Auditors of the Company, subject to approval of the shareholders at the ensuing AGM of the Company.</p>
3	Date and term of Appointment	For a period of 5 consecutive years from the conclusion of ensuing AGM.
4.	Brief Profile	<p>KKC & Associates LLP (formerly Khimji Kunverji & Co LLP) is a Chartered Accountant firm registered with The Institute of Chartered Accountants of India ("ICAI") with Firm Registration No. FRN 105146W/W100621 and is a peer reviewed audit firm. The firm was established in 1936 and is led by 13 partners. The firm provides a range of services which include audit & assurance, taxation, advisory & accounting. The firm has significant presence in providing auditing, taxation & advisory services to manufacturing/trading, service, banking and NBFC, etc.</p>



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DETAILED PROFILE OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IS AS UNDER:

Name of Director	Ms. Rahael Shobhana Joseph
Age	44 years
Qualification	Graduate in Management (B.Sc.) from Royal Holloway University of London
Date of Re-appointment/ Appointment	Date of appointment as Non-Executive Director: December 14, 2017 Date of appointment as Whole-time Director : August 06, 2021
Category	Non-Executive Director till August 05, 2021 and Whole-time Director w.e.f August 06, 2021.
Experience and Expertise in specific functional Area	<p>Ms. Rahael Shobhana Joseph is a Graduate in Management (B.Sc.) from Royal Holloway University of London and has wide experience in Brand Development, Account Management and offshore business development across various industry segments.</p> <p>Ms. Rahael Shobhana Joseph earlier worked in various capacities at Trikaya Grey, Indya.com and Tooltech Private Limited, an Engineering Srvices Provider.</p> <p>Ms. Rahael Shobhana Joseph is associated with Group CSR Activities and other social activities.</p>
Relationship with other Directors and KMP of the Company	Spouse of Mr. Salil Taneja (Director)
Equity Shareholding of Directors as on March 31, 2022	Nil
No. of Board Meetings attended (FY2021-22)	7
Directorships held in other Companies	a. TAAL Enterprises Limited b. TAAL Tech India Private Limited
Memberships/ Chairmanship of Committees of other Companies	a. Audit Committee: TAAL Enterprises Limited b. Nomination and Remuneration Committee: TAAL Enterprises Limited