



## **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](mailto:secretarial@taal.co.in)

Website: [www.taal.co.in](http://www.taal.co.in)

### **NOTICE OF 35<sup>TH</sup> ANNUAL GENERAL MEETING**

Dear Shareholder,

I am pleased to invite you to the 35th Annual General Meeting ("AGM") of Taneja Aerospace & Aviation Limited (the "Company") which is scheduled to be held on Friday, 06th September 2024 at 12.00 PM (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

The Notice of the meeting, containing businesses to be transacted, along with Explanatory Statement thereon is enclosed herewith.

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 and during the meeting. The instructions for e-voting are enclosed herewith in AGM Notice.

**Yours Faithfully,**

**SD/-**

**Ms. Ashwini Navare**

**Company Secretary**



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**NOTICE IS HEREBY GIVEN THAT THE 35<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF TANEJA AEROSPACE AND AVIATION LIMITED WILL BE HELD ON FRIDAY 06<sup>TH</sup> SEPTEMBER, 2024 AT 12:00 NOON IST THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS (VC/OAVM) TO TRANSACT THE FOLLOWING BUSINESSES.**

## **Ordinary Business:**

### **1. ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS**

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted.”

### **2. ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS**

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Report of the Auditors thereon, as circulated to the Members, be considered and adopted.”

### **3. APPOINTMENT OF MR SALIL TANEJA (DIN: 00328668) AS DIRECTOR, LIABLE TO RETIRE BY ROTATION**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Salil Taneja (DIN: 00328668), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company.”

## **Special Business**

### **4. Re-appointment of Mrs. Rahael Shobhana Joseph as Whole-time Director of the Company designated as “Whole Time Director” of the Company with effect from 6<sup>th</sup> August, 2024 to 05<sup>th</sup> August, 2027**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder, including any statutory modification(s) or re-enactments thereof for the time being in force and subject to such other approvals / consent as may be required and in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the re-appointment of Mrs. Rahael Shobhana Joseph (DIN: 02427554) as Whole-time Director of the Company, liable to retire by rotation, for a period of 3 years with effect from August 06, 2024 to August 05, 2027, on the terms and conditions including remuneration and prerequisites as set out in the Explanatory Statement annexed to this Notice.



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**“RESOLVED FURTHER THAT** the Board of Directors (‘Board’), which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the power conferred by this Resolution be and is hereby authorized to alter and vary the terms & conditions of appointment including remuneration.

**“RESOLVED FURTHER THAT** when re-elected as Director, on account of retirement by rotation, such re-election of Mrs. Rahael Shobhana Joseph as Director shall not be deemed to constitute a break in her appointment as Whole-time Director and that upon re-election she shall continue to hold the office of Whole-time Director as hitherto.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**“RESOLVED FURTHER THAT** any one Director or the Company Secretary of the Company be and is hereby authorized to file such forms as may be necessary with the Registrar of Companies in connection with the appointment of Whole-time Director.”

**By Order of the Board of Directors  
For Taneja Aerospace and Aviation Limited  
SD/-**

**Ms. Ashwini Navare**

**Date: 17-05-2024**

**Place: Pune**

Notes:

1. The Ministry of Corporate Affairs (‘MCA’) vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020, 17/2020, 02/2021, 2/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, January 13, 2021, May 5, 2022, December 28, 2022 and September 09, 2023 respectively (collectively referred to as ‘MCA Circulars’) and Securities and Exchange Board of India (‘SEBI’) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/Pod-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (‘SEBI Circulars’) have permitted the holding of the Annual General Meeting by companies through video conferencing (VC) / other audio visual means (OAVM) during the calendar year 2020, 2021, 2022 and 2023 upto September 30, 2024, without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 (‘Act’), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), MCA Circulars and SEBI Circular, the 35<sup>th</sup> AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.

2. In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. Belagondapalli Village, Thally Road, Denkanikotta NA Belagondapalli – 635114, Tamil Nadu, which shall be the venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map for the Venue of the Meeting is not annexed in this Notice.

3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act



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4. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. 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

5. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 4 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 36(3) and other applicable Regulations of the Listing Regulations and Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at the AGM is provided as annexure to the Notice. Requisite declarations have been received from Director/s for seeking appointment/re-appointment.

6. Pursuant to the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM, for this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.

7. The members can join the in the VC / OAVM mode 30 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 1,000 members on 'first come first serve' basis. This will not include large Shareholders (Shareholders holding 2% or more Equity Shares), 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 serve' basis. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

8. 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](http://www.taal.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM and the Annual Report for 2023-24 has been uploaded on the website of the Company at [www.taal.co.in](http://www.taal.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://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](http://www.evoting.nsdl.com)

11. 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



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consolidation into a single folio. Members holding shares in Dematerialized form are also requested to consolidate their shareholding.

12. 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.

13. 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](mailto:secretarial@taal.co.in) by 30<sup>th</sup> August, 2024

14. 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. Friday, 30<sup>th</sup> August, 2024, may obtain the log in ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at [secretarial@taal.co.in](mailto:secretarial@taal.co.in) or at [prasadm@bigshareonline.com](mailto:prasadm@bigshareonline.com).

15. Anuj Nema, Practicing Company Secretary has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Scrutinizer shall submit, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Company Secretary or the Chairperson. The Company Secretary or Chairperson 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](http://www.taal.co.in) in the results shall also be immediately submitted to the Bombay Stock Exchange (BSE)

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)



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

The remote e-voting period begins on Tuesday, 03<sup>rd</sup> September, 2024 at 09:00 A.M. and ends on Thursday, 05<sup>th</sup> September, 2024 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. Friday, 30<sup>th</sup> August, 2024, 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 Friday, 30<sup>th</sup> August, 2024

### 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.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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</li></ol>



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	<p>'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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <p>      </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access</p>



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	<p>e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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 &amp; voting during the meeting.</p>

**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**





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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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### 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:
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



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	12*****
c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

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

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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'.
  - 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:

- 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](http://www.evoting.nsdl.com).
- Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- 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 who's 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 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](mailto:anuj_nema@hotmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.com](mailto:evoting@nsdl.com)



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### **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](mailto: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](mailto: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.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

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 EGM/ 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 EGM/ 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" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join 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



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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](mailto:secretarial@taal.co.in). The same will be replied by the company suitably.

### **SPEAKER REGISTRATION**

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](mailto: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 01, 2024 (5:00 PM IST)**. Only those Members who have pre-registered themselves as a speaker will be allowed to ask their questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the

Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.

Shareholders will receive "speaking serial number" once they mark attendance for the meeting.

Other shareholder may ask questions to the panellist, via active chat-board during the meeting

Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 4**

The Board of Directors at their meeting held on May 17, 2024 has re-appointed Mrs. Rahael Shobhana Joseph who is liable to retire by rotation as Whole-time Director of the Company.

Mrs. Rahael Shobhana Joseph was associated with the Company as Non-Executive Director since December, 2017 and as Whole Time Director since August 2021. Her knowledge and expertise has been invaluable to the Company.

Mrs. 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. She has earlier worked in various capacities at Trikaya Grey, Indya.com and Tooltech Private Limited.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail her continued services as Whole-time Director



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The Board at the meeting held on May 17, 2024, on the recommendation of the Nomination & Remuneration Committee, has re-appointed Mrs. Rahael Shobhana Joseph as Whole-time Director subject to the approval of the members in General Meeting for a period of 3 years with effect from August 06, 2024 to August 05, 2027, on the following terms:

## **(1) Tenure**

Mrs. Rahael Shobhana Joseph will hold office as Whole-Time Director for a period of 3 years from August 06, 2024 to August 05, 2027.

## **(2) Remuneration**

In terms of Schedule V to the Companies Act, 2013 read together with Section 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and subject to the approval by the Members of the Company in General Meeting and subject to other approvals, as may be required, the Wholetime Director shall be paid the following remuneration:

### **I. Salary:**

The total consolidated monthly remuneration of the WTD with effect from August 06, 2024 to August 05, 2027, shall be Rs. 3,00,000/- per month.

### **II. Perquisites and other benefits:**

In addition to the above, the Whole-Time Director shall be entitled to following perquisites:

- i. Gratuity at the rate of 15 days' salary for each completed year of service subject to the provisions of Payment of Gratuity Act, 1972 and the rules of the Company;
- ii. Earned Leave as per rules of the Company;
- iii. Encashment of leave at the end of the tenure as per the rules of the Company;
- iv. Company maintained car;
- v. Reimbursement of Mobile expenses for official use and business purposes.

Further, the composition of the overall remuneration as approved by the members can be varied as mutually agreed between the Nomination and Remuneration Committee, Board and Mrs. Rahael Shobhana Joseph.

Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits (as provided in Schedule V of the Act) of the Company in any financial year, during the term of office of Whole-Time Director under this Agreement, remuneration by way of salary, perquisites and other benefits shall not exceed the limits prescribed under Schedule V of the Act (including any statutory modifications or re-enactment thereof, for time being in force) except with the approval of the members of the Company and such other approvals, if any.

The aforesaid terms and conditions are subject to approval of the members and such other approvals, as may be required.



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Brief resume of Mrs. Rahael Shobhana Joseph is attached and forms part of this Notice.

Accordingly, the Board recommends the resolution as set out in Item No. 4 for approval of the members of the Company to be passed as Special Resolution.

Except Mrs. Rahael Shobhana Joseph and Mr. Salil Taneja, none of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise in the said resolution.

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

Name of Director	Mr. Salil Taneja	Mrs. Rahael Shobhana Joseph
DIN	00328668	02427554
Age	58 years	47 years
Qualification	B. Sc. in Mechanical Engg. From Case Western Reserve University, Ohio, USA and Masters in Business Management specialized in finance and marketing from Yale University, USA.	Graduate in Management (B.Sc.) from Royal Holloway University of London.
Date of Re-appointment/ Appointment	Date of re-appointment: September 29, 2018	Date of appointment as Whole-time Director: August 06, 2021
Category	Non-Executive Director	Executive Director
Experience and Expertise in specific functional Area	Mr. Salil Taneja has been associated with the Company, TAAL Enterprises Limited and TAAL Tech India Private Limited and has valuable experience in the aviation business.	Mrs. Rahael Shobhana has wide experience in Brand Development, Account Management and offshore business development across various industry segments.
Relationship with other Directors and KMP of the Company	Spouse of Mrs. Rahael Shobhana Joseph, Director	Spouse of Mr. Salil Taneja, Director



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<b>Terms and conditions of re-appointment and remuneration proposed to be paid</b>	Mr. Taneja being Non-Executive Director is eligible only for sitting fees which are decided by the Board from time to time.	The details of Remuneration to be paid are part of the Explanatory Statement annexed to the Notice.
<b>Equity Shareholding of Directors as on March 31, 2024</b>	3500	Nil
<b>No. of Board Meetings attended (FY2023-24)</b>	5	4
<b>Directorships held in other Companies</b>	a. TAAL Enterprises Limited b. TAAL Tech India Private Limited	TAAL Enterprises Limited (resigned w.e.f 01.04.2023)
<b>Memberships/ Chairmanship of Committees of other Companies</b>	a. TAAL Enterprises Limited : Finance Committee  b. TAAL Tech India Private Limited (Deemed Public Company): <b>CSR Committee.</b>	TAAL Enterprises Limited (resigned w.e.f 01.04.2023) a. Audit Committee – Member b. Nomination & Remuneration committee – Member c. Stakeholders’ relationship committee Chairperson d. Share transfer committee – Chairperson e. Finance Committee – Chairperson