

## NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

**NOTICE** is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time (including any statutory modification or re-enactment thereof for the time being in force), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as ("MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), for seeking approval of the members of Taneja Aerospace and Aviation Limited ("the Company") through Postal Ballot by voting through electronic means ("Remote e-voting") only for the following resolutions set out hereinafter.

1. Appointment of Mr. Rakesh Duda (DIN: 05234273) as a Director of the Company
2. Appointment of Mr. Rakesh Duda (DIN: 05234273) as Managing Director of the Company.

A statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolutions set out in Item Nos. 1 & 2 of the Notice setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. This Postal Ballot Notice is also being placed on the website of the Company [www.taal.co.in](http://www.taal.co.in).

In compliance with the aforesaid MCA Circulars and pursuant to Section 110 of the Act read with the rules made thereunder, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the

Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

**In compliance with the requirements of the MCA Circulars, hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders and shareholders are requested to communicate their assent or dissent through remote e-voting process only.**

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at its meeting held on May 14, 2022, has appointed Mr. M. D. Selvaraj, (FCS: 960 and CP No.: 411), M/s. MDS & Associates, Practising Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and for ascertaining the requisite majority.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the Members of the Company through their website at <https://www.evotingindia.com>. Please refer the instructions for e-voting given hereinafter the proposed resolution, to cast votes through electronic voting means.

The remote e-voting period commences from 9.00 AM (IST) on Friday, May 20, 2022, and ends at 5.00 PM (IST) on Saturday, June 18, 2022. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via remote e-voting by not later than **5.00 PM (IST) on Saturday, June 18, 2022.**

The Scrutinizer shall submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within 2 working days from the closure of the e-voting platform.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.taal.co.in](http://www.taal.co.in) and on the website of Central Depository Services (India) Limited ("CDSL") at [www.evotingindia.com](http://www.evotingindia.com).

In the event, the resolutions as set out under Item Nos. 1 & 2 below is assented by the requisite majority of the members by means of Postal Ballot process, Item No. 1 shall be deemed to have been duly passed as an Ordinary Resolution and Item No. 2 shall be deemed to have been duly passed as a Special Resolution at the General Meeting of the Company and it shall be deemed to have been passed on **Saturday, June 18, 2022**, being the last date specified by the Company for e-voting.

The resolution for the purpose as stated herein below is proposed to be passed by Postal Ballot/ remote e-voting:

#### **SPECIAL BUSINESS:**

##### **ITEM NO. 1:**

#### **Appointment of Mr. Rakesh Duda (DIN: 05234273) as a Director of the Company**

To consider and, if thought fit, to give assent/dissent to the following resolution proposed to be passed as an **Ordinary Resolution**:

**RESOLVED THAT** in accordance with the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. Rakesh Duda (DIN: 05234273), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 31, 2022 and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Mr. Rakesh Duda as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

##### **ITEM NO. 2:**

#### **Appointment of Mr. Rakesh Duda (DIN: 05234273) as Managing Director of the Company**

To consider and, if thought fit, to give assent/dissent to the following resolution proposed to be passed as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the approval of the members be and is hereby accorded for the appointment of Mr. Rakesh Duda (DIN: 05234273) as Managing Director of the Company for a period of 3 (three) years with effect from May 16, 2022 on the following terms and conditions as recommended by the Nomination and Remuneration Committee and approved the Board of Directors at their respective meetings held on May 14, 2022.

##### **A) Salary:**

The consolidated monthly remuneration of Rs. 6,25,000/- per month.

##### **B) Perquisites and Other Benefits**

- i. Earned Leave as per rules of the Company.
- ii. Company maintained Car.
- iii. Mobile for official and personal use.
- iv. Gratuity at 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.
- v. Encashment of leave at the end of the tenure as per the rules of the Company.

**C)** The Managing Director shall not be entitled to receive sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

- D) The Managing Director shall be liable to retire by rotation and the same shall not be treated as break in his service as Managing Director.
- E) In the event of loss or inadequacy of profits in any financial year, the above remuneration shall be payable as minimum remuneration to the Managing Director.

**RESOLVED FURTHER THAT** pursuant to Section 196(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder and applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby also accorded for the continuance of employment of Mr. Rakesh Duda, who attains the age of 70 years on March 15, 2024, as Managing Director of the Company till the end of his tenure.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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

##### **Item Nos. 1 & 2**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company through its circular resolution passed on March 31, 2022 had appointed Mr. Rakesh Duda (DIN: 05234273) as an Additional Director (Non-Executive, Non-Independent Category) of the Company with effect from March 31, 2022.

Mr. Rakesh Duda is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Further, he is not debarred from holding the office of Director by virtue of any Securities

and Exchange Board of India ("SEBI") order or any other authority.

The Company has received a notice from a member signifying his intention to propose the candidature of Mr. Rakesh Duda for the office of Director of the Company under Section 160 of the Act.

Pursuant to Section 161 of the Act and Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of shareholders is being now sought for the appointment of Mr. Rakesh Duda as a Director of the Company. Hence, the necessary resolution has been set out in Item No. 1 of the Notice for the approval of the members.

Subsequently, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on May 14, 2022, has appointed Mr. Rakesh Duda as the Managing Director of the Company for a period of 3 years with effect from May 16, 2022 subject to the approval of the shareholders, on such terms and conditions as set out in Item No. 2 of the Notice. The proposed remuneration is well within the limits prescribed in the Companies Act, 2013, the Schedule and Rules made thereunder.

Mr. Rakesh Duda is a Bachelor of Technology (Electrical) Graduate from IIT (BHU) University. He has over four decades of experience in Strategy, Business Development, People Development and Management, Corporate Relationships, Corporate Communication and General Management.

Mr. Rakesh Duda's expertise and skills are imminently needed for achieving the global business plans of the Company and his appointment as Managing Director would augur well for the future growth of the Company.

Further, pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 the appointment of the Managing Director and the payment of remuneration to him shall be subject to the approval of the shareholders of the Company in the General Meeting. Hence, the necessary special resolution has been set out in Item No. 2 of the Notice for the approval of the members.

Further, during the tenure of his appointment as Managing Director, Mr. Rakesh Duda will attain the age of 70 years on March 15, 2024. Therefore, keeping in view his qualifications and experience as set out above, the Board of Directors are of the opinion that his appointment and further continuation as Managing Director beyond the age of 70 years will be beneficial to the Company.

The Board recommends the resolution(s) set out in Item Nos. 1 & 2 of the Notice for the approval of the members.

The details as required under Schedule V of the Act, Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief Profile of Mr. Rakesh Duda and other disclosures as per Secretarial Standard 2 are furnished and forms a part of this notice.

Except Mr. Rakesh Duda, being the appointee Director, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 1 & 2 of the Notice.

**By Order of the Board of Directors  
For Taneja Aerospace & Aviation Limited**

**Shruti Zope  
Company Secretary**

**Pune, May 14, 2022**

**NOTES:**

1. Members may note that the Postal Ballot Notice will be available on the Company's website, [www.taal.co.in](http://www.taal.co.in) and website of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL, [www.evotingindia.com](http://www.evotingindia.com)
2. The Notice is being sent only by email to all those Members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on **Friday, May 13, 2022** ("cut-off date") and who have registered their email address in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited ("RTA") in accordance with the provisions of the Companies Act, 2013,

read with Rules made thereunder and the MCA Circulars.

**3. The instructions for remote e-voting are as under:**

- i. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act read with Rules framed thereunder, Regulation 44 of Listing Regulations, MCA Circulars and the Secretarial Standards on General Meetings (SS-2), the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide remote e-voting facility to its Members.
- ii. The voting period begins from **9.00 AM (IST) on Friday, May 20, 2022, and ends at 5.00 PM (IST) on Saturday, June 18, 2022 (both days inclusive)**. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, May 13, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 PM (IST) on Saturday, June 18, 2022.
- iii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, May 13, 2022 ("**Cut-off date**"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
- iv. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- v. The Board of Directors of the Company have appointed Mr. M. D. Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries in practice, Coimbatore as the Scrutinizer for conducting the postal ballot through remote e-voting in a fair and transparent manner and for the purpose of ascertaining the requisite majority.

**4. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

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.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting & joining virtual meetings for Individual shareholders holding shares in Demat mode CDSL/NSDL is given below:

Type of shareholder	Login Method
<b>Individual Shareholder holding shares in Demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 i.e. CDSL/NSDL/KARVY/LINKINT/IME, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/">https://web.cdslindia.com/myeasi/Registration/</a></li> </ol>

	<p><a href="#">EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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>
<b>Individual Shareholders holding shares in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal 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</li> </ol>

typing the following URL: <https://www.evoting.nsdl.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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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 above mentioned websites.

**Helpdesk for Individual Shareholders holding shares in demat mode for any technical issues relating to login through Depository i.e. CDSL and NSDL:**

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

i. Login method for shareholders holding shares **in Physical form and shareholders other than individual - holding shares in Demat form.**

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on "Shareholders" module.
- Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user, follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>	
<b>PAN</b>	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- ii. After entering these details appropriately, click on "SUBMIT" tab.
  - iii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - iv. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - v. Click on the EVSN for the **Taneja Aerospace and Aviation Limited**.
  - vi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - vii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - viii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - ix. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - x. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - xi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - xii. **Additional Facility for Non - Individual Shareholders and Custodians - For Remote voting only**
    - Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
    - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
    - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [tanejascrutinizer@mdsassociates.in](mailto:tanejascrutinizer@mdsassociates.in) and to the Company at the email address viz; [secretarial@taal.co.in](mailto:secretarial@taal.co.in) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**
- i. For Physical shareholders - please provide necessary details like 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 Company/RTA email id.
  - ii. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

- iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Shruti Zope, Company Secretary or Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

5. Institutional Members (i.e., other than HUF, NRI, etc.) are requested to send scanned copy (PDF/ JPG Format) of relevant Board Resolution/ Authority Letter, along with attested specimen signature of duly authorized signatories authorized to vote to Scrutinizer by e-mail at [secretarial@taal.co.in](mailto:secretarial@taal.co.in). They may also upload the same in e-voting module in their login. Scanned image of above documents should be in the naming format “Corporate Name\_EVEN NO.”

6. Members are further requested to:

- Intimate changes, if any, in address/ bank mandate & e-mail ID to [secretarial@taal.co.in](mailto:secretarial@taal.co.in) for shares held in physical form & to the Depository Participants for shares held in Demat form.
- Quote folio number/ DP ID/ Client ID in all correspondence with the Company or its R & T Agent.
- Intimate about consolidation of folios to R & T Agent, if your shareholding is under multiple folios.
- Note that as per SEBI / Stock Exchange guidelines the shares of the Company are traded compulsorily in Demat form. As per the guideline issued by SEBI there are no Demat Account opening charges. In view of this Members are requested to convert their physical share certificate into Demat form.
- Securities and Exchange Board of India

(“SEBI”) had mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrar and Share Transfer Agents with effect from April 1, 2019. Further, SEBI had mandated the listed entities to issue shares only in dematerialized mode, with effect from January 25, 2022 to shareholder(s)/ claimant(s) holding shares in physical mode, as against their service requests including for transmission or transposition of shares.

- Note that the Company has designated an exclusive email ID viz. [secretarial@taal.co.in](mailto:secretarial@taal.co.in) to enable members to register their queries/complaints.
- SEBI vide its circular dated November 3, 2021, has also mandated that the shareholders holding shares in physical form are required to update their PAN, KYC details, bank details and nomination details with the RTA on or before April 01, 2023, failing which the securities held by such shareholder will be frozen by the RTA. The securities once frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities. Shareholders holding shares in physical form may also note that once the securities are frozen, the dividend payments will be processed only upon receipt of requisite KYC details and credited to the bank account of the shareholder electronically.
- Further, SEBI vide its circular dated November 3, 2021, has also mandated that the shareholders holding shares in physical form are required to compulsorily link their PAN and Aadhaar. Accordingly, the physical folios in which PAN and Aadhaar are not linked have been frozen by the RTA. The securities which have been frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities.
- The copies of aforementioned SEBI Circulars and the prescribed Forms are available on the website of the Company at [www.taal.co.in](http://www.taal.co.in). The shareholders holding shares in physical form are requested to furnish the cited details / documents to the Company / its Registrar and Share Transfer Agent.



**Statement of information relevant to Mr. Rakesh Duda (DIN: 05234273), Managing Director of the Company as per Schedule V of the Companies Act, 2013**

**I. GENERAL INFORMATION**

1. **Nature of Industry:** The Company is in the Aviation / Aeronautical Industry.
2. **Date or expected date of commencement of commercial production:** June 8, 1994
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
4. **Financial performance based on given indicators**

(Rs. In Lakhs)

Particulars	2020-21	2019-20
Sales & other income	3,481.50	3,252.23
Profit/ (Loss) before tax	827.69	608.19
Profit/ (Loss) after tax	622.75	584.07
Paid-up equity capital	1,246.54	1,246.54
Reserves & Surplus	9,212.44	8,591.42
Basic Earnings per share	2.50	2.35

5. **Foreign Investments or collaborations, if any - NIL**

**II. INFORMATION ABOUT THE APPOINTEE**

S. No	Particulars	Mr. Rakesh Duda
1.	Background Details	Mr. Rakesh Duda, aged 68 years, is a B.Tech (Electrical) from IIT (BHU). He was associated with ISMT Limited for more than two decades and was working as Director, Human Resource. He has over four decades of experience in Strategy, Business Development, People Development and Management, Corporate Relationships, Corporate Communication and General Management.
2.	Past Remuneration	Not Applicable
3.	Recognition or awards	-
4.	Job Profile and his suitability	Mr. Rakesh Duda's expertise and skills are imminently needed for achieving the global business plans of the Company and his appointment as Managing Director would augur well for the future growth of the Company
5.	Remuneration proposed	As set out in Item No. 2 of the Notice
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the company, profile of Mr. Rakesh Duda, responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies.

7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Rakesh Duda holds 1500 Equity Shares in the Company. Apart from proposed remuneration and Dividend as a member of the Company, Mr. Duda does not have any pecuniary relationship with the company. He is not related to any director of the Company.
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### III. OTHER INFORMATION

1. **Reasons for loss or inadequate profits** – Not applicable as the Company has earned a profit during the year.
2. **Steps taken or proposed to be taken for improvement** – Cost reduction initiatives have been undertaken to improve the performance of the Company. Further, with general growth in Civil Aviation, it is expected that Company's profitability will improve in coming years.
3. **Expected increase in productivity and profits in measurable terms** - While the Company's performance is expected to improve in future years, the future profitability cannot be predicted accurately.

### IV. DISCLOSURES

The required information and disclosures forms part of the Annual Report(s) of the Company under the Corporate Governance Report Section.

By order of the Board  
For Taneja Aerospace and Aviation Limited

Place: Pune  
Date: May 14, 2022

**Shruti Zope**  
Company Secretary

**PROFILE OF DIRECTOR SEEKING APPOINTMENT THROUGH POSTAL BALLOT**

*(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 – Clause 1.2.5 issued by the Institute of Company Secretaries of India)*

Name	Mr. Rakesh Duda
Director Identification Number	05234273
Date of Birth/Nationality	March 15,1954 / Indian
Date of appointment on the Board	March 31, 2022
Inter-se relationship with other directors/ Key Managerial Personnel	He is not related to any of the other Directors / Key Managerial Personnel of the Company
Qualification	B. Tech (Electrical)
Experience/ Expertise in functional areas	He was associated with ISMT Limited for more than two decades and was working as Director, Human Resource. He has over four decades of experience in Strategy, Business Development, People Development and Management, Corporate Relationships, Corporate Communication and General Management.
No. of shares held (including shareholding as a beneficial owner)	1500 equity shares
Board position held	He was appointed as Additional (Non-Executive Category) Director w.e.f. March 31, 2022 and subsequently appointed as Managing Director w.e.f. May 16, 2022
Terms and conditions of appointment / reappointment	As set out in Item Nos. 1 & 2 of the Postal Ballot Notice.
Remuneration sought to be paid	As set out in Item No. 2 of the Postal Ballot Notice.
Remuneration last drawn	Nil
Number of Board meetings attended during the year	Not Applicable
Directorships held in other companies	Incrementum Consultants Private Limited
Membership in other Committees	Nil
Names of listed entities in which the person has resigned in the past three years	Nil