

Taneja Aerospace and Aviation Limited

Regd. Office: Belagondapalli Village, Thally Road, Denkanikottai Taluk, Krishnagiri District,

Belagondapalli – 635 114, Tamil Nadu

Phone: 04347 - 233508 | Fax: 04347 - 233414,

E-mail: secretarial@taal.co.in | Web: www.taal.co.in |

CIN: L62200TZ1988PLC014460

NOTICE is hereby given that the 32nd Annual General Meeting ('AGM') of the Members of Taneja Aerospace and Aviation Limited will be held on Tuesday, September 28, 2021 at 11:30 a.m. IST through Video Conferencing ('VC')/Other Audio Visual Means ('VC/OAVM') to transact the following business:

Ordinary Business:

1. To receive, consider and adopt:

(a) The Audited Financial Statements of the Company for the financial year ended March 31, 2021 including the Audited Balance Sheet as at March 31, 2021 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the auditors thereon; and

(b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 including the Audited Consolidated Balance Sheet as at March 31, 2021 and the Consolidated Statement of Profit and Loss for year ended on that date and the Report of auditors thereon.

2. To appoint a director in place of Mr. Salil Taneja (DIN: 00328668), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

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

“RESOLVED THAT in terms of Regulation 17(1A) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, consent of the members of the Company be and is hereby accorded to continue the directorship of Dr. Prahlada Ramarao (DIN: 07548289), attaining the age of seventy five years, as a Non-Executive Director of the Company.”

4. 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 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, 2021 to August 05, 2024, on the terms and conditions including remuneration and perquisites as set out in the Explanatory Statement annexed to this Notice.

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 powers 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.”

By Order of the Board of Directors

Pune
August 05, 2021

Shruti Zope
Company Secretary

NOTES:

1. In view of the COVID-19 pandemic, Ministry of Corporate Affairs vide its Circulars dt. May 5, 2020 & January 13, 2021 & SEBI vide its Circulars dt. May 12, 2020 & January 15, 2021 ('Circulars') permitted to hold AGM through VC/OAVM without physical presence of members. Accordingly, the AGM is being held through VC/OAVM & that the Company has appointed Central Depositories Services (India) Ltd. ('CDSL') to provide the VC/OAVM facility for the same. Accordingly, for the purpose of AGM, Registered Office of the Company shall be deemed venue of the meeting.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') is annexed. The special businesses at Item No. 3 and 4 of the AGM Notice are considered unavoidable by the Board and hence, forming part of the AGM Notice.
3. Member entitled to attend and vote at a General Meeting is entitled to appoint a proxy to attend & vote on his behalf. However, since the AGM is being held through VC/OAVM, the requirement of physical attendance of members has been dispensed with and that the facility for appointing proxies will not be available.
4. However, in pursuance of Section 112 and Section 113 of the Act, the representatives of the Corporate Members may be appointed and such authorised representatives can attend, participate in and cast their votes through remote e-voting at the AGM held through VC or OAVM. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the AGM.
5. In case of Joint holders attending the AGM, only such joint holder whose name appears first in order of names will be entitled to vote.
6. Brief profile and other required information in respect of the Directors proposed to be appointed /re-appointed, in terms of Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings is enclosed with this Notice. Requisite declarations have been received from the Directors seeking appointment / reappointment.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of Act will be available for inspection in electronic mode.
8. In line with the Circulars, AGM Notice along with the Annual Report of the Company for FY2020-21 is being sent only through electronic mode to the members whose e-mail ID's are registered with the Company / Depositories.
9. The aforesaid Notice of the AGM and the Annual Report is available on the website of the Company at www.taal.co.in and can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also available on the website of CDSL at www.evotingindia.com.
10. Members holding shares in single name are advised to avail the facility of nomination pursuant to Section 72 of the Act. Members holding shares physically may send their nomination in Form SH-13 to Bigshare Services Private Limited ('Bigshare') while Members holding shares electronically may contact their Depository in this regard.
11. Pursuant to the provisions of Section 108 of the Act read with applicable Rules (as amended from time to time) and Regulation 44 of Listing Regulations (as amended), 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 Central Depository Services (India) Limited (CDSL) either by remote e-voting prior to the AGM or remote e-voting during the AGM.
12. The members can opt for only one mode of e-voting i.e. either prior to the AGM or during the AGM. Members present at the AGM who have not cast vote prior to the AGM can cast vote during the AGM. Members who have cast vote prior to the AGM can attend the AGM but cannot vote during the AGM.
13. 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 to at least 1000 members on first come first served basis.
14. The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
15. Since the AGM shall be held through VC or OAVM, hence the requirement of providing the Route Map for the venue of the AGM in the notice does not apply to this AGM.
16. A person who is not a Member as on cut-off date should treat this Notice for information purposes only. Any person who becomes a Member after dispatch of Notice and holding shares as on cut-off date shall also follow the procedure stated herein.

17. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- i. Voting begins on Saturday, September 25, 2021 at 9.00 A.M. (IST) & ends on Monday, September 27, 2021 at 5.00 P.M. (IST). Thereafter, e-voting shall be disabled for voting. Members of the Company as on cut-off date/ record date of September 21, 2021 can cast their vote. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dt. December 09, 2020, under Regulation 44 of Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

However, it has been observed that participation by public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility. This necessitates registration on various ESPs & maintenance of multiple login credentials by shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 is:

Type of shareholder	Login Method
<p>Individual Shareholder holding shares in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 & 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/LINK INTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful

	<p>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>
<p>Individual Shareholders holding shares in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. 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: https://eservices.nsdl.com 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 & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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

	<p>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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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. 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.</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 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 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 and 22-23058542-43.

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
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v. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on “Shareholders” module.
3. 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.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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..
Dividend Bank Details OR Date of Birth (DOB)	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. 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.

vi. After entering these details appropriately, click on “SUBMIT” tab.

vii. 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.

viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix. Click on the EVSN for the relevant **Taneja Aerospace and Aviation Limited** on which you choose to vote.

x. 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.

xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xii. 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.

xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

xv. 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.

xvi. 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 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.
- 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 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 and to the Company at the email address viz; 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- i. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- v. Further shareholders will be required to

allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- vi. 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.
- vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. Only those shareholders, who are 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 available during the EGM/AGM.
- x. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to 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 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 or call on 022-23058542/43.

18. Institutional Members (i.e. other than HUF, NRI, etc.) 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 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.”
19. The Board of Directors have appointed Mr. Giriraj Mohta, (CP No. 18967), Giriraj Mohta & Company, Practicing Company Secretaries, as Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e- Voting system during the meeting in a fair and transparent manner.
20. Voting rights shall be as per the number of shares held by the Members as on Tuesday, September 21, 2021 (‘Cut-off date’). Members are eligible to cast vote electronically only if they are holding shares as on that date.
21. The Voting rights of members shall be in proportion to their share in the paid up equity share capital of the Company as on cut-off date.
22. A person, whose name is recorded in the Register of Members or in register of beneficial owners maintained by depositories as on Cut-off date shall alone be entitled to avail the facility of remote e-voting as well as e-voting during the AGM.
23. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for those members present in the AGM

through VC/ OAVM facility but have not cast their vote by remote e-voting facility & are otherwise not barred from doing so. The e-voting module during the AGM shall be disabled by CDSL 15 minutes after conclusion of the AGM.

24. The Scrutinizer shall, after conclusion of e-voting during the AGM make, not later than 48 hours after conclusion of AGM, a report of total votes cast in favor or against the resolutions, invalid votes, if any, & whether the Resolutions have been carried or not, to the Chairman or a person authorized by him in writing, who shall countersign the same & declare the result of the voting forthwith.
25. Results along with Scrutinizer's Report shall be placed on website www.taal.co.in & on website of CDSL viz. www.evotingindia.com.BSE Ltd. The results shall also be immediately forwarded to the BSE Limited.
26. The documents, if any, referred to in accompanying Notice & Explanatory Statement shall be open for inspection electronically during normal business hours (9.00 am IST to 5.00 pm IST) on all working days except Saturdays, upto and including the date of the AGM.
27. Members are further requested to:
 - Intimate changes, if any, in address/ bank mandate & e-mail ID to 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.
 - Note that as per SEBI Notification dated June 08, 2018 shares in physical form will not be transferred w.e.f April 01, 2019 except in case of transmission or transposition of securities. Therefore, the Members who still hold share certificate(s) in physical form are advised in your interest to dematerialize your shareholding at the earliest.
 - Note that the Company has designated an exclusive email ID viz. secretarial@taal.co.in to enable members to register their queries/complaints.

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

Item No. 3

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ('Listing Regulations'), the approval of members is required by way of special resolution for continuing the Directorship of a Non-Executive Director attaining the age of 75 years.

Dr. Prahlada Ramarao, Non-Executive Director of the Company, will attain the age of 75 years on February 05, 2022. Hence, it is required to obtain the approval of members of the Company pursuant to Regulation 17(1A) of the Listing Regulations.

Dr. Ramarao is known for his role as the Project Director for the mobile surface to air area defence missile system, 'AKASH'. He was awarded "Padma Shri" in 2015, for his distinguished service in Science and Engineering.

As the Director of DRDL, he had initiated many new projects like ASTRA air to air missile system, long range surface to air missile system etc. Since 1971, he has served in various ISRO and DRDO establishments. After his retirement as the Distinguished Scientist and Chief Controller DRDO, he was appointed as Vice-Chancellor of Defence Institute of Advanced Technology, Pune the only Defence University in the Country.

Considering his rich experience and expertise, the Board recommends the resolution set out at Item No. 3 for approval of the members to be passed as a Special Resolution.

None of the Directors, except Dr. Prahlada Ramarao or Key Managerial Personnels of the Company/ their relatives are concerned or interested in this Resolution.

Item No. 4

The Board of Directors at their meeting held on August 05, 2021 has appointed Mrs. Rahael Shobhana Joseph as Whole-time Director of the Company, liable to retire by rotation.

Mrs. Rahael Shobhana Joseph has been associated with the Company as Non-Executive Director since December, 2017 and is also associated with Group CSR Activities and other social activities and 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, an Engineering Services Provider.

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

The Board at the meeting held on August 05, 2021, on the recommendation of the Nomination & Remuneration Committee, has 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, 2021 to August 05, 2024, 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, 2021 to August 05, 2024.

(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 Whole-time Director shall be paid the following remuneration:

I. Salary:

The total consolidated monthly remuneration of the Whole-Time Director with effect from August 06, 2021 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 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 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.

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.

By Order of the Board of Directors

Shruti Zope
Company Secretary

Place : Pune

Date : August 05, 2021

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 the 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 investor@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).

DETAILED PROFILE OF THE DIRECTORS SEEKING APPOINTMENT IS AS UNDER:

Name of Director	Mr. Salil Taneja	Mrs. Rahael Shobhana Joseph
DIN	00328668	02427554
Age	55 years	44 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 Non-Executive Director : December 14, 2017 Date of appointment as Whole-time Director : August 06, 2021
Category	Non-Executive Director	Non-Executive Director till August 05, 2021 and Executive Director w.e.f. August 06, 2021.
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. Mrs. Rahael Shobhana Joseph is associated with Group CSR Activities and other social activities.
Relationship with other Directors and KMP of the Company	Spouse of Mrs. Rahael Shobhana Joseph, Director	Spouse of Mr. Salil Taneja, Director
Terms and conditions of re-appointment and remuneration proposed to be paid	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 contained in Explanatory Statement annexed to the Notice.
Equity Shareholding of Directors as on March 31, 2021	3500	Nil
No. of Board Meetings attended (FY2020-21)	4	4
Directorships in other Companies	a. TAAL Enterprises Limited b. TAAL Tech India Private Limited	a. TAAL Enterprises Limited b. TAAL Tech India Private Limited
Committee positions in other companies	a. TAAL Tech India Private Limited (Deemed Public Company): • CSR Committee	a. TAAL Enterprises Limited: • Audit Committee; • Nomination and Remuneration Committee; • Stakeholder Relationship Committee.