

# Taneja Aerospace and Aviation Limited

Regd Office: Belagondapalli Village, Thally Road, Denkanikottai Taluk, Krishnagiri Dist. Belagondapalli - 635114, Tamil Nadu.

Phone: 04347- 233508, Fax: 04347-233414, E-mail:secretarial@taal.co.in, Web: www.taal.co.in,

CIN: L62200TZ1988PLC014460

## NOTICE OF POSTAL BALLOT (Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s)

NOTICE is hereby given pursuant to Section 110 and any other applicable provisions of the Companies Act, 2013 (Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the resolution appended below is proposed to be passed as a Special Resolution by way of Postal Ballot and electronic voting (e-voting). The explanatory statement pursuant to Section 102 of the Act pertaining to the proposed resolution along with a Postal Ballot Form is annexed herewith.

Please read carefully the instructions printed on the Postal Ballot Form and the Notice and return Postal Ballot Form, completed and signed, in the enclosed self-addressed prepaid postage envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on March 20, 2017. You have the option to vote either by Postal Ballot or through e-voting, the procedure for which is set out in the Postal Ballot Form.

Based on the Scrutinizer's Report to the Chairman of the Company, the Results of the Postal Ballot and e-voting will be declared on March 23, 2017 at the Registered Office of the Company. Such Results, along with the Scrutinizer's Report, will be available on the Company's website www.taal.co.in and will be forwarded to the BSE Limited.

### SPECIAL BUSINESS

#### 1. Re-appointment of Mr. Salil Taneja as the Whole-time Director of the Company

To consider and, if thought fit, to give assent/ dissent to following resolution as a **Special Resolution** by way of Postal Ballot:

**"RESOLVED THAT** in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013 ("Act") or any other statutory modification(s) or re-enactment thereof and subject to such approvals/ consent, if any, approval of the Company be and is hereby accorded to the re-appointment of Mr. Salil Taneja (DIN: 00328668) as a Whole-time Director of the Company for a period of 2 (two) years with effect from December 1, 2016 to November 30, 2018 on the terms, conditions including remuneration and perquisites as set out in the Explanatory Statement annexed to this Notice with the liberty to the Board of Directors (hereinafter referred to as "the 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) to alter and vary the terms and conditions and/ or remunerations, subject to the same not exceeding the limits specified under Schedule V to the Act or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** when re-elected as Director, on account of retirement by rotation, such re-election of Mr. Salil Taneja as Director shall not be deemed to constitute a break in his appointment as a Whole-time Director and that upon re-election he 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  
For Taneja Aerospace and Aviation Limited

Date : January 20, 2017  
Place: Pune

Chetan Nathani  
Company Secretary

Registered Office:  
Belagondapalli Village, Thally Road,  
Denkanikottai Taluk, Krishnagiri District  
Belagondapalli – 635 114  
Tamil Nadu

### Notes:

1. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Act is given herein below.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members/ List of beneficial owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on February 10, 2017 (Cut-off Date).
3. The Board of Directors has appointed Mr. Navin Maheshwari, Practicing Company Secretary, Pune as Scrutinizer for conducting postal ballot voting process in a fair and transparent manner.
4. In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under, since the business is to be transacted through postal ballot which includes e-voting, the Company is offering e-voting facility to all its members to enable them to cast their votes electronically instead of voting through postal ballot. Please note that e-voting is optional. In case a member has voted through e-voting, he/ she is not required to send the postal ballot. In case a member votes through e-voting as well as through postal ballot, the voting through e-voting shall be considered and the voting through postal ballot shall be ignored. CDSL will be facilitating e-voting to enable the members to cast their votes electronically.
5. The voting through postal ballot/ e-voting will start on February 19, 2017 at 09:00 a.m. and will close on March 20, 2017 at 05:00 p.m.
6. Resolutions passed by the members through postal ballot are deemed to have been passed effectively at the general meeting of the members.
7. Notice of postal ballot along with postal ballot form containing the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose email ID's are registered with the Company/ Depository(ies). For members who request for a hardcopy and for those who have not registered their email addresses, physical copies of the same are being sent through the permitted mode.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday between 11.00 a.m. to 1.00 p.m.

## E-Voting Facility

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on February 19, 2017 at 09:00 a.m. and ends on March 20, 2017 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of February 10, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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 voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	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>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> 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. <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 as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **<Taneja Aerospace and Aviation Limited>** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

### Item no. 1

Mr. SalilTaneja, has been associated with the Company since its inception and has been instrumental in growing the aviation business of the Company. His knowledge and expertise has been invaluable to the Company and his presence on the Board of Directors ('the Board') has enabled the Company in maintaining the continuity in strategic leadership and governance.

The Board on the basis of recommendation made by the Nomination and Remuneration Committee, at its Meeting held on November 12, 2016, had resolved to re-appoint Mr. SalilTaneja as the Whole-time Director of the Company for the period and on the terms and conditions as mentioned herein below:

#### 1) Tenure

Mr. SalilTaneja will hold office as a Whole-time Director for a period of 2 (two) years from December 1, 2016 upto November 30, 2018.

#### 2) Remuneration

In terms of Schedule V to the Companies Act, 2013 ('the Act') read with Sections 197, 198 and other applicable provisions of the Act and the rules made thereunder and subject to the approval of Members and such other approvals as may be required, the remuneration of Mr. SalilTaneja, Whole-time Director shall be set on the following terms and conditions.

#### A) Salary :

Rs. 8,50,000/- per month w.e.f. December 1, 2016 upto November 30, 2018.

#### B) Other Benefits :

The Whole-time Director shall also be entitled to the following:

- (i) Earned Leave as per rules of the Company
- (ii) Company Car for official use
- (iii) Telephone at residence for official use

#### C) The Whole-time Director shall also be entitled to the following **perquisites** which shall not be included in the computation of the ceiling on remuneration specified herein above:

- a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b) Gratuity at the rate of 30 days salary for each completed year of service on completion of 15 (fifteen) years or more of continuous service within the Group.
- c) Encashment of leave at the end of the tenure as per the rules of the Company

#### Remuneration in the event of loss or inadequacy of Profits:

Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits (as provided in Schedule V to the Act) of the Company in any financial year, during the term of office of the Whole-Time Director under this Agreement, the remuneration by way of salary, perquisites and other benefits shall not, without the approval of the Central Government (if required) exceed the limits prescribed under the Schedule V to the Act (including any statutory modifications or re-enactment thereof, for time being in force).

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

The Board recommends the resolution set out in Item No. 1 of the Notice for the approval of the Shareholders of the Company, vide Special Resolution by way of Postal Ballot.

Except Mr. Salil Taneja, None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

By order of the Board  
For Taneja Aerospace and Aviation Limited

Date : January 20, 2017  
Place: Pune

Chetan Nathani  
Company Secretary

Registered Office:  
Belagondapalli Village, Thally Road,  
Denkanikottai Taluk, Krishnagiri District  
Belagondapalli – 635 114  
Tamil Nadu

## THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE ACT

### I. GENERAL INFORMATION

1. Nature of the Industry: The Company is in the business of Aviation.
2. Date or expected date 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 as per published audited financial results for the year ended March 31, 2016:

Particulars	Rs. in Lakhs
Total Income	6256.11
Net Profit/(Loss) after Tax	(430.50)
Total Expenditure	6682.51

5. Foreign investments or collaborators, if any - NIL

## II. INFORMATION ABOUT THE APPOINTEE

Particulars	Mr. Salil Taneja		
Background details	Mr. Salil Taneja, aged around 49 years has been associated with the Company since its inception and has been instrumental in growing the aviation business of the Company.		
Past Remuneration received from the Company:			
Financial Year	2013-14	2014-15	2015-16
Salary and Perquisites	NIL	32.05 Lakhs	95.40 Lakhs
Recognition or awards	The Company has no information about it.		
Job Profile and his suitability	As the Whole-time Director, Mr. Salil Taneja is responsible for all the operations and affairs of the Company. Taking into consideration his qualification and expertise in relevant fields, the Board is of the opinion that he is suited for the responsibilities assigned to him.		
Remuneration proposed	The details of Remuneration to be paid are contained in Explanatory Statement annexed to the Notice.		
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 w.r.t the country of his origin)	The Company has no information to offer but having regard to the versatile experience, performance and responsibility of the position held by him, the Board of Directors is of the opinion that the proposed remuneration is reasonable.		
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	<ol style="list-style-type: none"> <li>1) Remuneration details of Mr. Salil Taneja have been provided in Explanatory Statement.</li> <li>2) Mr. Salil Taneja is related to Mr. B.R. Taneja, part of the Promoter Group.</li> <li>3) Apart from above, Mr. Salil Taneja is not related to any other managerial personnel.</li> </ol>		

## II. OTHER INFORMATION

### 1. Reasons of loss or inadequate profits.

The general economic conditions during the year and depressed business conditions in the aviation industry in particular, has impacted the overall business, denting bottom line of the Company.

### 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.

	Mr. Salil Taneja
Age	49 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
Original Date of Appointment	January 1, 1994
Category	Whole-time Director
Experience and Expertise in specific functional Area	Mr. Salil Taneja has been associated with the Company since its inception and has been instrumental in growing the aviation business of the Company
Relationship with other Directors of the Company	No relation with the Directors of the Company
Equity Shareholding of Director	3,200
Directorship held in other Public Limited Companies	NIL
Memberships / Chairmanship of Committees of Indian Public Limited Companies	NIL

# Taneja Aerospace and Aviation Limited

Regd Office: Belagondapalli Village, Thally Road, Denkanikottai Taluk, Krishnagiri Dist. Belagondapalli - 635114, Tamil Nadu.

Phone: 04347- 233508, Fax: 04347-233414, E-mail:secretarial@taal.co.in, Web: www.taal.co.in,

CIN: L62200TZ1988PLC014460

## POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

POSTAL BALLOT NO:

1. Name and Registered :

Address of the Sole/First  
Named Shareholder  
(in block letters)

2. Name(s) of the Joint holder (s), :

If any (in block letters)

3. Registered Folio No./DP ID No./ :

Client ID No.\*

(\*Applicable to investors holding  
shares in dematerialized form)

4. Number of equity shares held :

5. I/ We hereby exercise my/ our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice dated January 20, 2017 by sending my/ our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate column below:

Resolution No.	Description	No. of shares (1)	I / We assent to the Resolution (FOR) (2)	I / We dissent to the Resolution (AGAINST) (3)
1	Special Resolution for re-appointment and remuneration of Mr. Salil Taneja as a Whole-time Director of the Company with effect from December 1, 2016 to November 30, 2018.			

Place:

Date:

(Signature of the Equity Shareholder)

(\*in case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/power of attorney should be sent along with postal ballot form)

Following Particulars to be used only in case Member opts for e-voting

### ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PAN / SEQUENCE NO.

# If you have not registered/ updated your PAN with the Company/ Depository Participant, please use the number mentioned in above column under PAN field to login for e-Voting.

\* If you have already registered/ updated your PAN with the Company/ Depository Participant use the actual PAN issued by IT department.

Note: For detailed e-voting instructions, please refer "Notice" enclosed herewith under "E-Voting facility".

## INSTRUCTIONS FOR POSTAL BALLOT FORM

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, in the attached prepaid self-addressed business reply envelope. Postage will be borne and paid by the Company.
2. The Company has appointed Mr. Naveen Maheshwari, Practicing Company Secretary, Pune as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. There shall be one Postal Ballot for every folio, irrespective of the number of joint holders. Proxy shall not exercise the Postal Ballot.
4. The Postal Ballot should be completed and signed by the shareholder. In case of joint holding, this Form should be completed and signed (as per specimen signature registered with the Company in respect of shares held in physical form or furnished by NSDL or CDSL to the Company in respect of shares held in dematerialized form) by the first named shareholder and failing him/ her, by the next named shareholder and so on. In case of shares held by corporate, Trust, Society etc., the duly completed Postal Ballot Form should be accompanied by certified true copy of the Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory/ies duly attested.
5. Duly completed Postal Ballot Form should be received by the Scrutinizer not later than 5.00 p.m. on March 20, 2017. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
6. Votes will be considered invalid on the following grounds:
  - a. If the Ballot Form is unsigned;
  - b. If the member's signature does not tally;
  - c. If the member has marked (  ) both in favour and also against in the ballot paper;
  - d. If the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for Scrutinizer to identify either the member or number of votes or as to whether the votes are cast in favour or against the resolution or the signature could not be checked or on one or more of the above grounds;
  - e. On such other grounds which in the opinion of the Scrutinizer makes the votes invalid.
7. A Member may request for a duplicate Postal Ballot Form, if so required. All such requests should be addressed to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Private Limited, E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai - 400072. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer on or before the date specified in instruction No. 5 above.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on February 10, 2017 (Cut-off date).
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. Only a Member entitled to vote is entitled to exercise his vote through Postal Ballot and a Member having no right should treat this Notice as intimation only.
11. The Scrutinizer's decision on the validity of a Postal Ballot shall be final and binding. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. The result of the Postal Ballot will be posted on the website of the Company [www.taal.co.in](http://www.taal.co.in).
13. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure for the same is enumerated in the Notes to the Postal Ballot Notice.
14. The date of declaration of result i.e. March 23, 2017 shall be the effective date of passing the Special Resolution.