



## **Taneja Aerospace and Aviation Limited**

Thally Road, Denkanikottai, Krishnagiri Dist.,

Belagondapalli -635114, Tamil Nadu

Tel.: + 9104347233509

Fax: +9104347233414

E-mail: [secretarial@taal.co.in](mailto:secretarial@taal.co.in)

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

### **NOTICE OF 36<sup>TH</sup> ANNUAL GENERAL MEETING**

Dear Shareholder,

I am pleased to invite you to the 36<sup>th</sup> Annual General Meeting ("AGM") of Taneja Aerospace & Aviation Limited (the "Company") which is scheduled to be held on Tuesday, August 12, 2025 at 12:00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

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

As per Section 108 of the Companies Act 2013, read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice before and during the meeting. The instructions for e-voting are enclosed herewith in AGM Notice.

**Yours Faithfully**

**SD/-**

**Ms. Ashwini Navare**

**Company Secretary**



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**NOTICE IS HEREBY GIVEN THAT THE 36<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF TANEJA AEROSPACE AND AVIATION LIMITED WILL BE HELD ON TUESDAY AUGUST 12, 2025 AT 12:00 P.M. IST THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS (VC/OAVM) TO TRANSACT THE FOLLOWING BUSINESSES.**

### **Ordinary Business:**

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

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution with or without modification:

**“RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted.”

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

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution with or Without modification:

**“RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Report of the Auditors thereon, as circulated to the Members, be considered and adopted.”

#### **3. APPOINTMENT OF MRS. RAHAEL SHOBHANA JOSEPH (DIN: 02427554) AS EXECUTIVE DIRECTOR, LIABLE TO RETIRE BY ROTATION**

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

**“RESOLVED THAT** Mrs. Rahael Shobhana Joseph (DIN:02427554), Executive Director, who retires by rotation and being eligible for re- appointment, be re-appointed as a Director of the Company.”

### **Special Business:**

#### **4. APPOINTMENT OF SECRETARIAL AUDITOR**

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

**“RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for appointment of



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Mr. Anuj Nema , Practising Company Secretary (Certificate of Practice No. 20646) (Peer Review No. 2051/2022) as the Secretarial Auditor of the Company for a period of five (5) years, commencing from financial Year 2025-26 till financial year 2029-30, to conduct a Secretarial Audit of the Company and to issue (i) the Secretarial Audit Report under Section 204 of the Act, and (ii) the Secretarial Audit Reports under Regulation 24A(1)(a) of the Listing Regulations, at a remuneration to be determined by the Board of Directors of the Company (referred to as the Board which expression shall include any Committee thereof or person(s) authorized by the Board).

**RESOLVED FURTHER THAT** approval of the members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board."

### **5. RE-APPOINTMENT OF MR. RAKESH DUDA AS MANAGING DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 16, 2025 TO MAY 15, 2026**

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, 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 Re-appointment of Mr. Rakesh Duda (DIN: 05234273) as Managing Director of the Company for a period of 1 (One) year with effect from May 16, 2025 till May 15, 2026 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved the Board of Directors at their respective meetings held on May 13, 2025.

**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 has attained the age of 71 years on March 15, 2025.

**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.

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

**Ms. Ashwini Navare**

**Date: 13-05-2025**

**Place: Pune**



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### **Notes:**

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020, 17/2020, 02/2021, 2/2022, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, January 13, 2021, May 5, 2022, December 28, 2022, September 09, 2023 and September 19, 2024 respectively (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ('SEBI Circulars') have permitted the holding of the Annual General Meeting by companies through video conferencing (VC) / other audio visual means (OAVM) during the calendar year 2020, 2021, 2022, 2023, 2024 upto September 30, 2025, without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circular, the 36<sup>th</sup> AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.

2. In accordance with the Secretarial Standard -2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. Thally Road, Denkanikottai, Krishnagiri Dist., Belagondapalli – 635 114, Tamil Nadu, which shall be the venue of the AGM. Since the AGM will be held through VC/ OAVM, the Route Map for the Venue of the Meeting is not annexed in this Notice.

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



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

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

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

7. The members can join the in the VC / OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 members on 'first come first serve' basis. This will not include large Shareholders (Shareholders holding 2% or more Equity Shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.taal.co.in](http://www.taal.co.in). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM and the Annual Report for FY 2024-25 has been uploaded on the website of the Company at [www.taal.co.in](http://www.taal.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)



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10. Members holding shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agents, M/s. Bigshare Services Pvt. Ltd. at <<Sandeep@bigshareonline.com>> for Consolidation into a single folio. Members holding shares in Dematerialized form are also requested to consolidate their shareholding.

11. In case of joint holders attending the meeting, the holder in the order of names as per the Register of Members of the Company will be entitled to vote.

12. The documents referred to in the notice of the AGM are available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [secretarial@taal.co.in](mailto:secretarial@taal.co.in) by August 6, 2025.

13. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as on the Cut-off date i.e. Wednesday, August 5, 2025, may obtain the log in ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at [secretarial@taal.co.in](mailto:secretarial@taal.co.in) or at [prasadm@bigshareonline.com](mailto:prasadm@bigshareonline.com).

14. Mr. Anuj Nema, Practicing Company Secretary (Membership No. A39389) has been appointed as the Scrutinizer at the AGM to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Scrutinizer shall submit, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Company Secretary or the Chairperson. The Company Secretary or Chairperson shall declare the results of the voting forthwith and the same shall be placed on the website of the Company i.e. [www.taal.co.in](http://www.taal.co.in) and the results shall also be immediately submitted to the Stock Exchange; BSE Limited.

15. The Company's Registrar and Transfer Agents for its Share Registry work (physical and electronic) are M/S. Bigshare Services Pvt. Ltd. (Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, Next To Ahura Centre, Andheri East, Mumbai, 400093) and can be contacted at #Sandeep More, <<Sandeep.bigshareonline.com>>.

16. The recorded transcript of the AGM shall be maintained by the Company and also be made available on the website of the Company [www.taal.co.in](http://www.taal.co.in), in the investor relations section, after the conclusion of the meeting at the earliest.



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

The remote e-voting period begins on August 7, 2025 at 09:00 A.M and ends on August 11, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Tuesday, August 5, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, August 5, 2025

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

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

##### **Step1: Access to NSDL e-Voting system**

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

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

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under</li></ol>





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	<p>‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="border: 1px solid black; padding: 10px; text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<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 users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</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, 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 CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System My easi Tab and then click on registration option.</li> </ol>



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	4. Alternatively, the user can directly access
	E-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, where you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note** Members: who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](http://www.cdslindia.com).

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

Login type	Help desk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL help desk by sending request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022-4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL help desk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



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

#### **How to Log- into NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DPID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16DigitBeneficiaryID  For example if your Beneficiary ID is 12***** then your user ID is

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



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

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

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

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

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

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

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



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### **Step2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

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

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

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to [anuj\\_nema@hotmail.com](mailto:anuj_nema@hotmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e- Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/ Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to # (Mr. Sanjeev Yadav) at [evoting@nsdl.com](mailto:evoting@nsdl.com)



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

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

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

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

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

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM/THROUGHVC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e- Voting system. Members may access by following the steps mentioned above for **Access to NSDL e- Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password fore-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.



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3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [secretarial@taal.co.in](mailto:secretarial@taal.co.in). The same will be replied by the company suitably.

### **SPEAKER REGISTRATION**

1. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request at [secretarial@taal.co.in](mailto:secretarial@taal.co.in) from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number on or before August 6, 2025 (5:00 PM IST) Only those Members who have pre-registered themselves as a speaker will be allowed to ask their questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
6. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

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

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

Pursuant to the provisions of Section 204 of the Act, read with the Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company and other specified class of companies, are required to annex with its Board's report made in terms of Section 134(3) of the Act, a report on secretarial audit given by a company secretary in practice.

Further, Regulation 24A of the Listing Regulations, requires listed companies and its material unlisted subsidiaries incorporated in India to undertake secretarial audit by a secretarial auditor who is required to be a peer reviewed company secretary and annex the secretarial audit report in such form as specified, with its annual report.





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The aforementioned regulation apart from listing down the eligibility criteria for appointment of the secretarial auditor further stipulates that the appointment/ re-appointment of an individual as a secretarial auditor cannot be for more than one term of five consecutive years and in case the secretarial auditor is a secretarial audit firm, it cannot be for more than two terms of five consecutive years and such an appointment/re-appointment is required to be approved by the Members of the Company at its annual general meeting, basis recommendation of the Board of Directors.

It further stipulates that any association of the individual or the firm as the secretarial auditor of the listed entity before March 31, 2025 is not required to be considered for the purpose of calculating the tenure of the secretarial auditor.

In view of the aforesaid, basis recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 13 May, 2025, recommended the appointment of Mr. Anuj Nema, Practising Company Secretary (Certificate of Practice No. 20646) (Peer Review No. 2051/2022), as the Secretarial Auditor of the Company, for a period of five (5) consecutive financial years commencing from FY 2025-26 to the FY 2029-30, to undertake Secretarial Audit of the Company and to issue the Secretarial Audit Report for the aforesaid period.

Mr. Anuj Nema Practising Company Secretary, registered with The Institute of Company Secretaries of India and has Peer Review Certificate No. 2051/2022, issued by The Institute of Company Secretaries of India (ICSI). His expertise includes conducting secretarial audits, Due Diligence Audits, Compliance Audits etc.

Mr. Anuj Nema has given his consent to act as the Secretarial Auditor of the Company and have confirmed that his appointment, if made, will be within the limit specified under Section 204 of the Act. He also confirmed that he is not disqualified to be appointed as Secretarial Auditors in terms of the provisions of the Section 204 of the Act and the Rules made thereunder, read with Regulation 24A of the Listing Regulations.

In view of his qualifications and experience in undertaking Secretarial Audit, it is proposed to appoint Mr. Nema as Secretarial Auditor of the Company. The Board, based on the recommendation of the Audit Committee, approved a remuneration of Rs. 20,000/- (Rupees Twenty Thousand Only) (excluding out of pocket expenses, if any, and applicable service tax) for the FY 2025-26. The remuneration payable to Mr. Anuj Nema for the subsequent years of his term shall be fixed by the Board of Directors of the Company based on recommendation of the Audit Committee, in consultation with Mr. Nema.

### **ItemNo.5**

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 and approval of Board of Directors of the Company in the meeting held on May 13, 2025. Re-appointment Mr. Rakesh Duda (DIN: 05234273) as Managing Director of the Company with effect from May 16, 2025.

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.





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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 Re-appointment of Mr. Rakesh Duda as a Director of the Company. Hence, the necessary resolution has been set out in Item No. 5 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 13, 2025, has Re-appointed Mr. Rakesh Duda as the Managing Director of the Company for a period of 1 year with effect from May 16, 2025 subject to the approval of the shareholders. 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 Re-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. 5 of the Notice for the approval of the members.

Further, Mr. Rakesh Duda has attained the age of 71 years. Therefore, keeping in view his qualifications and experience as set out above, the Board of Directors are of the opinion that his Re-appointment as Managing Director will be beneficial to the Company.

The Board recommends the resolution(s) set out in Item Nos. 5 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 and Mrs. Rahael Shobhana Joseph, 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. 3 & 5 of the Notice.



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### **(1) Tenure**

Mr. Rakesh Duda will hold office as Managing Director for a period of 1 year from May 16, 2025 to May 15, 2026.

### **(2) Remuneration**

#### **I. Salary:**

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

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

Mr. Rakesh Duda shall also be entitled to the following:

- a) Earned Leave as per rules of the Company;
- b) Company maintained Car;
- c) Mobile for official and personal use;
- d) 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;
- e) Encashment of leave at the end of the tenure as per the rules of the Company.

Brief resume of Mr. Rakesh Duda is attached and forms part of this Notice.

Accordingly, the Board recommends the resolution as set out in Item No. 5 for approval of the members of the Company to be passed as Special Resolution.

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



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

<b>Name of Director</b>	<b>Mr. Rakesh Duda</b>	<b>Mrs. Rahael Shobhana Joseph</b>
<b>DIN</b>	05234273	02427554
<b>Age</b>	71 Years	48years
<b>Qualification</b>	Studied electrical engineering at IIT (BHU)	Graduation in Management (B.Sc.) from Royal Holloway University of London.
<b>Category</b>	Managing Director	Whole-time Director
<b>Experience and Expertise in specific functional Area</b>	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.	Mrs. Rahael Shobhana has wide experience in Brand Development, Account Management and offshore business development across various industry segments.
<b>Relationship with other Directors and KMP of the Company</b>	—	Spouse of Mr. Salil Taneja, Director



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<b>Equity Shareholding of Directors as on March 31, 2025</b>	500	Nil
<b>No. of Board Meetings attended (FY 2024-25)</b>	5	2
<b>Directorships held in other Companies</b>	—	—