



## Taneja Aerospace and Aviation Limited

ThallyRoad,Denkanikottai,KrishnagiriDist.,

Belagondapalli -635114,TamilNadu

Tel.:+ 9104347233509

Fax:+9104347233414

E-mail:secretarial@taal.co.in

Website:www.taal.co.in

### POSTAL BALLOT NOTICE

**(Notice pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)**

Dear Member(s),

**NOTICE** is hereby given that the resolution set out below is proposed to be passed by the shareholders of Taneja Aerospace and Aviation Limited (the "**Company**") by means of Postal Ballot only through remote e-voting by electronic means ("**remote e-voting**") pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("**Act**") read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), the relaxations and clarifications issued by the Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No 09/2024 dated September 19, 2024 and General Circular No 03/2025 dated September 22, 2025 ("**MCA Circulars**") and other applicable provisions of the Act and the Rules, MCA Circulars and Notifications issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and any other applicable provision of Listing Regulations, any circular issued by the Securities and Exchange Board of India ("**SEBI**"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ("**SS-2**") and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

As per the MCA Circulars, the Company is sending Postal Ballot Notice ("**Notice**") only by email to members whose email addresses are registered with the Company/registrar and share transfer agent or depository (ies) / depository participants as on **Friday, 13<sup>th</sup> March, 2026** ("**Cut-Off Date**"). Accordingly, the members can cast their assent or dissent only through the remote e-voting system. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purpose only. The Company has engaged the services of Bigshare India Private Limited ("**RTA**") for providing remote e-Voting facility to all its Members.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution, setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Anuj Nema, Practicing Company Secretary as the scrutinizer ("**the Scrutinizer**") to conduct the Postal Ballot through remote e-voting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

The remote e-voting period commences from **Friday, 20<sup>th</sup> March 2026, at 9.00 a.m. (IST)** and shall end on **Saturday, 18<sup>th</sup> April, 2026, 5.00 p.m. (IST)**. The details of the procedure to cast the votes through remote e-voting form part of the notes to this Notice.

**CIN: L62200TZ1988PLC014460**



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The voting results along with the scrutinizer's report would be intimated to BSE Limited ("**BSE**"), where the Equity Shares of the Company are listed. The Notice is also available on Company's website i.e. [www.taal.co.in](http://www.taal.co.in).

### Special Business:

#### ITEM NO. 1

1. **Appointment of Mr. Anil Kumar Sahu (DIN: 09038050) as an Independent Director and in this regard, pass the following resolution as a Special resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, consent of the Members be and is hereby accorded for the appointment of **Mr. Anil Kumar Sahu (DIN: 09038050)** as an **Independent Director** of the Company, who has submitted a declaration of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and satisfies the criteria of independence, **to hold office for a period of five consecutive years commencing from August 8, 2025 to August 8, 2030, and is not liable to retire by rotation.**

**RESOLVED FURTHER THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, and considering that the required security clearance from the Ministry of Civil Aviation has been obtained, the appointment of the said Director be and is hereby placed before the Members for their approval by way of Postal Ballot.

**RESOLVED FURTHER THAT** any of the Directors of the Company and/or Company secretary, be and is hereby severally authorized to file requisite e-Forms with the Registrar of Companies pursuant to the applicable provisions of the Companies Act, 2013 and intimate the above resolutions to the Stock Exchange and to do all such acts, matters, deeds and things, as may be necessary and incidental to give effect to this resolution."



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### ITEM NO 2

**2. Appointment of Ms. Deepa Mathur (DIN: 00449912) as a Women Independent Director and in this regard, pass the following resolution as a Special resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s)

or re-enactment thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, consent of the Members be and is hereby accorded for the appointment of **Ms. Deepa Mathur (DIN: 00449912)** as an **Women Independent Director** of the Company, who has submitted a declaration of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who satisfies the criteria of independence, **to hold office for a period of five consecutive years commencing from August 8, 2025 to August 8, 2030**, and who is **not liable to retire by rotation.**

**“RESOLVED FURTHER THAT** Ms. Deepa Mathur (DIN: 00449912) be and is hereby designated as the Chairperson of the Company with effect from August, 8, 2025, subject to the approval of the Members.”

**RESOLVED FURTHER THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, and considering that the required security clearance from the Ministry of Civil Aviation has been obtained, the appointment of the said Director be and is hereby placed before the Members for their approval by way of Postal Ballot.

**RESOLVED FURTHER THAT** any of the Directors of the Company and/or Company secretary, be and is hereby severally authorized to file requisite e-Forms with the Registrar of Companies pursuant to the applicable provisions of the Companies Act, 2013 and intimate the above resolutions to the Stock Exchange and to do all such acts, matters, deeds and things, as may be necessary and incidental to give effect to this resolution.”

By Order of the Board of Directors  
For Taneja Aerospace and Aviation Limited

Date: March 18, 2026  
Place: Pune

Ashwini Navare  
Company Secretary

CIN: L62200TZ1988PLC014460



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### **NOTES:**

1. The explanatory statement pursuant to Section 102 and Section 110 of the Act read together with Rule 20 and 22 of the Rules and other applicable laws setting out material facts and other relevant information is annexed hereto and forms part of the Notice.
2. In accordance with the provisions of the Act, MCA Circulars and other provisions of the applicable law(s), Notice is being sent in electronic form only by email to those members whose names appear in the register of members/ register of beneficial owners as received from depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on Cut-Off Date and who have registered their email address with the Company/RTA or depository(ies) / depository participant(s) (“DPs”) in accordance with the process outlined in this Notice.
3. Only those members whose names are appearing in the register of members / register of beneficial owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot. A person who is not a member on the Cut-Off Date should treat this Notice for information purposes only. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. It is however, clarified that all members of the Company as on the Cut-Off Date (including those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ depositories/DPs) shall be entitled to vote in relation to the resolutions in accordance with the process specified in this Notice.
4. 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 RTA for consolidation into a single folio. Members holding shares in Dematerialized form are also requested to consolidate their shareholding. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, as amended, read together with the Rule 20 and 22 of the Rules and Regulation 44 of the Listing Regulations, SS-2, MCA Circulars, and the Company is pleased to offer remote e-voting facility to its members. The Company has appointed National Securities Depository Limited (“NSDL”) for facilitating remote e-voting through electronic means, as the authorized agency, to enable the members to cast their votes electronically. In accordance with the MCA Circulars, physical copy of the Notice along with postal ballot form and pre-paid business reply envelope will not be sent to the members for this postal ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
6. Notice is also placed on the website of the Company i.e. [www.taal.co.in](http://www.taal.co.in) and the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be available on the websites of the Stock Exchanges on which the shares of the Company are listed i.e. BSE ([www.bseindia.com](http://www.bseindia.com)). Any member seeking a copy of this Notice may also write to us at [secretarial@taal.co.in](mailto:secretarial@taal.co.in)



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7. Remote e-voting period shall commence from Friday, March 20, 2026, at 9.00 a.m. (IST) and shall end on Saturday, April 18, 2026, at 5.00 p.m. (IST). The said remote e-voting module shall be disabled for voting immediately thereafter. During this period, the members of the Company holding shares in physical or electronic form, as on the Cut-Off Date may cast their vote by electronic means in the manner and process as mentioned in the Notice. Once the vote on the resolutions is cast by the member, the member shall not be allowed to change it subsequently.
8. Mr. Anuj Nema, Practicing Company Secretary has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
9. The Scrutinizer shall submit, not later than two working days of the conclusion of the Postal Ballot, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Company Secretary or Managing Director after completion of the scrutiny of the remote e-voting, on or before **Tuesday, 21<sup>st</sup> April, 2026**. The Scrutinizer's decision on the validity of votes cast will be final..The results of Postal Ballot declared along with the Scrutinizer's report will be communicated and placed on the website of the Company at [www.taal.co.in](http://www.taal.co.in) and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and RTA's website at <https://<<please mention.com>>> immediately after the declaration of result by the Company Secretary or any person authorized by him in writing.
10. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if the same have been passed at a general meeting of the members convened on that behalf. The resolutions, if approved by the requisite votes of shareholders by means of postal ballot, shall be deemed to have been passed on the last date of voting, i.e. **Saturday 18<sup>th</sup> April, 2026**.
11. The Company's Registrar and Transfer Agents for its Share Registry work (physical and electronic) are M/s. Bigshare Services Private Limited. (Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road| Andheri East, Mumbai 400093 Maharashtra | India.
12. Members desirous of inspecting the documents referred to in the Notice or explanatory statement may send their requests to from their registered email address mentioning their names, folio [secretarial@taal.co.in](mailto:secretarial@taal.co.in) numbers, DP ID and Client ID.

**NOTE: GET LATEST INSTRUCTIONS FOR E\_VOTING FROM NSDL/CDSL/RTA FOR POSTAL BALLOT**

### **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:*



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## Step 1: Access to NSDL e-Voting system

### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘Shareholder/Member’ section. A new screen</li></ol>



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will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
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. 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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting



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	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, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

### **B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at*



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

4. Your User ID details are given below :

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

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**



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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.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically 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 whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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



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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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [secretarial@taal.co.in](mailto:secretarial@taal.co.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([secretarial@taal.co.in](mailto:secretarial@taal.co.in)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting 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.
4. 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.



## **Taneja Aerospace and Aviation Limited**

ThallyRoad,Denkanikottai,KrishnagiriDist.,

Belagondapalli -635114,TamilNadu

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Fax:+9104347233414

E-mail:secretarial@taal.co.in

Website:www.taal.co.in

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013**

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 1 and Item No. 2 of the accompanying Notice:

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

The Board of Directors of the Company, at its meeting held on August 8, 2025, Pursuant to Section 149, 152 & 161 read with Schedule IV of the Companies Act, 2013 ('the Act') and other applicable provisions & on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Anil Kumar Sahu (DIN: 09038050) as an Additional Director of the Company in the category of Independent Director for period of 5 consecutive years w.e.f August 8, 2025, not liable to retire by rotation, subject to security clearance by Ministry of Civil Aviation and consent of the Members of the Company at the ensuing AGM.

He meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ("Act") and the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is not disqualified from being appointed as director in terms of Section 164 of the Act. He has consented to act as such director. In the opinion of the Board, He fulfills the conditions specified in the Act for appointment as an Independent Director.

The Company has received a notice in writing pursuant to provision of Section 160 of the Act and the rules made thereunder, regarding candidature of Mr. Anil Sahu for the office of Director.

Your Board believes that Mr. Sahu's induction on the Board will support in broadening the overall expertise of the Board and will bring wide experience particularly in the areas of corporate governance, business development, strategic partnership and marketing.

The terms and conditions of appointment of Independent Director will be open for inspection at the registered office of the Company by any member during normal working hours and will also be available on the website of the company at [www.taal.co.in](http://www.taal.co.in), subject to approval of the members.

Brief resume of Mr. Anil Sahu is attached and forms part of this Notice.

Except Mr. Anil Kumar Sahu and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution.

The Board recommends the resolution set out at Item No.1 for approval of the Shareholders of the Company to be passed as a Special Resolution.



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### **ITEM 2**

The Board of Directors of the Company, at its meeting held on August 8, 2025, Pursuant to Section 149, 152 & 161 read with Schedule IV of the Companies Act, 2013 ('the Act') and other applicable provisions & on the recommendation of the Nomination and Remuneration Committee had appointed Ms. Deepa Mathur (DIN: 00449912) as an Additional Director of the Company in the category of Independent Director for period of 5 consecutive years w.e.f August 8, 2025, not liable to retire by rotation, subject to security clearance by Ministry of Civil Aviation and consent of the Members of the Company at the ensuing AGM.

It is further proposed to designate Ms. Deepa Mathur as the Chairperson of the Company

She meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ("Act") and the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. She is not disqualified from being appointed as director in terms of Section 164 of the Act. She has consented to act as such director. In the opinion of the Board, she fulfills the conditions specified in the Act for appointment as an Independent Director.

The Company has received a notice in writing pursuant to provision of Section 160 of the Act and the rules made thereunder, regarding candidature of Ms. Deepa Mathur for the office of Director.

The terms and conditions of appointment of Independent Director will be open for inspection at the registered office of the Company by any member during normal working hours and will also be available on the website of the company at [www.taal.co.in](http://www.taal.co.in), subject to approval of the members.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

Brief resume of Ms. Deepa Mathur is attached and forms part of this Notice.

Except Ms. Deepa Mathur, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the proposed resolution.

The Board recommends the resolution set out at Item No.2 for approval of the Shareholders of the Company to be passed as a Special Resolution.



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

<b>Name of Director</b>	<b>Mr. Anil Kumar Sahu</b>	<b>Ms. Deepa Mathur</b>
<b>Age</b>	55 years	61 years
<b>Qualification</b>	Master's In Management Studies, Utkal University, Odisha – 1994 and Diploma in Computer Science.	Financial Professional
<b>Date of Re-appointment/ Appointment</b>	Date of appointment as Additional director: August 08, 2025	Date of appointment as Additional director: August 08, 2025
<b>Category</b>	Independent Director	Women Independent Director
<b>Experience and Expertise in specific functional Area</b>	Mr. Anil Sahu has more than 30 years of rich experience in business development, strategic partnership, establishing new businesses, international marketing. He has worked with various manufacturers in the past producing LSAW / HSAW Pipe, Seamless Pipes, ERW Pipes. He was heading international marketing team with major manufacturer's viz. Welspun Corp. / MAN Industries / ISMT Ltd. Worked as CEO for Teras Piping Solutions to establish new business venture at UAE vide Teras	Ms. Deepa Mathur is a professional having expertise in Finance, and has experience of more than 20 years in the corporate world with skill sets in varied aspects of finance, banking, compliance, taxation, strategic planning, mergers & acquisitions, overseas funding, investors, structuring of transactions, divestments, equity placements & IPO, liquidation and closure of foreign subsidiaries, IndAS implementation, consolidation of global accounts, budgets & cash flows, valuations, statutory and other audits, legal, secretarial, HR and
<b>Relationship with other Directors and KMP of the Company</b>	None	None
<b>Equity Shareholding of Directors as on March 31, 2025</b>	Nil	200 shares
<b>Directorships held in other Companies</b>	1. TAAL Tech Limited	1) Bilcare Pharma Solutions Limited TAAL Tech Limited
<b>Key terms and conditions of appointment</b>	Not liable to retire by rotation & other terms and conditions as mentioned in Item no. 1 of Notice and explanatory statement	Not liable to retire by rotation & other terms and conditions as mentioned in Item no. 2 of Notice and explanatory statement



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<b>Listed entities (other than The Taneja Aerospace and Aviation Ltd) in Directors holds directorship and committee membership</b>	TAAL Tech Limited	TAAL Tech Limited
	Stakeholder Relationship Committee and Corporate Social Responsibility Committee: Member	Audit Committee and Stakeholders Relationship Committee: Chairperson  Nomination and Remuneration Committee and Corporate Social Responsibility Committee: Member

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