



Taneja Aerospace and Aviation Limited

Thally Road, Denkanikottai, Krishnagiri Dist.,
Belagondapalli - 635 114, Tamil Nadu

Tel.: + 91 04347 233509

Fax: + 91 04347 233414

E-mail: secretarial@taal.co.in

Website: www.taal.co.in

TAAL/SEC/2023-24

January 12, 2024

To,
Corporate Relationship Department,
BSE Ltd,
PJ Towers, Dalal Street, Fort,
Mumbai - 400 001
Scrip Code: 522229

Dear Sir / Madam,

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

This is in furtherance to our letter dated December 26, 2023 and in terms of Regulation 30 of the SEBI Listing Regulations, we enclose herewith a copy of the Postal Ballot Notice seeking approval of shareholders in respect of following resolutions:

1. Approval for issue of Equity Shares through preferential issue;
2. Approval for entering into Material Related Party Transaction with Asscher Enterprises Limited.

In compliance with Ministry of Corporate Affairs General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) and pursuant to Section 110 of the Act read with the relevant rules made thereunder, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Friday, January 05, 2024.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide e-voting facility to the Members of the Company through their website at www.evoting.nsdl.com. Please refer to the instructions for e-voting given hereinafter the proposed resolutions, to cast votes through electronic voting means. The remote e-voting period commences from 9.00 AM (India Standard Time [‘IST’]) on Saturday, 13th January 2024, and ends at 5.00 PM (IST) on Sunday, 11th February 2024.

Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via remote e-voting by not later than 5.00 PM (IST) on Sunday, 11th February 2024. The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date. Communication of assent / dissent of the Members on the resolution proposed will take place through the remote e-voting system only.

The results of the postal ballot voting will be announced within 2 working days from the conclusion of

CIN: L62200TZ1988PLC014460



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the e-voting and the same shall be displayed on the website of the Company at www.taal.co.in, the website of National Securities Depository Limited ("NSDL") and the same will be communicated to BSE Limited (BSE), being the stock exchange where the equity shares of the Company are listed.

The Postal Ballot notice will also be available on the website of the Company, at www.taal.co.in.

Kindly take the same on your record and oblige.

Thanking you,

Yours faithfully,

For **Taneja Aerospace and Aviation Limited**

Ashwini Navare
Company Secretary

Encl: Postal Ballot Notice



TANEJA AEROSPACE AND AVIATION LIMITED

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NOTICE FOR POSTAL BALLOT / ELECTRONIC VOTING (E-Voting)

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

NOTICE is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard – 2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations, if any, Taneja Aerospace and Aviation Limited (“the Company”) hereby seeks the approval of the shareholders through Postal Ballot by way of voting through electronic means (“Remote e-voting”) for the following special business(es) as considered in the resolution(s) set out hereinafter.

1. Approval for issue of equity shares through preferential issue
2. Approval for entering into Material Related Party Transaction with Asscher Enterprises Limited

A statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution(s) appended below setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. This Postal Ballot Notice is also being placed on the website of the Company at www.taal.co.in.

In compliance with the aforesaid MCA Circulars and pursuant to Section 110 of the Act read with the relevant rules made thereunder, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Depositories and the communication of assent / dissent of the Members on the resolution proposed will take place through the remote e-voting system only. If your e-mail address is not registered with the Company / Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

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

Pursuant to Rule 22 (5) & (6) of the Rules, the Board of Directors of the Company at their meeting held on 26th December 2023, had appointed Mr. M. D. Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and for ascertaining the requisite majority.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide e-voting facility to the Members of the Company through their website at www.evoting.nsdl.com. Please refer to the instructions for e-voting given hereinafter the proposed resolutions, to cast votes through electronic voting means.

The remote e-voting period commences from 9.00 AM (India Standard Time [‘IST’]) on Saturday, 13th January 2024, and ends at 5.00 PM (IST) on Sunday, 11th February 2024. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via remote e-voting by not later than 5.00 PM (IST) on Sunday, 11th February 2024.

The Scrutinizer shall submit his report to a Chairman, or any other person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the postal ballot voting will be announced within 2 working days from the conclusion of the e-voting and the same shall be displayed on the website of the Company at www.taal.co.in, the website of National Securities Depository Limited (“NSDL”) and the same will be communicated to BSE Limited (BSE), being the stock exchange where the equity shares of the Company are listed.

In the event, the resolution(s) as set out under Item No(s). 1 & 2 below, are assented by the requisite majority of the Members by means of the Postal Ballot process, it shall be deemed to have been duly passed as a Special / Ordinary Resolution(s) at the General Meeting of the Company and it shall be deemed to have been passed on Sunday, 11th February 2024, being the last date specified by the Company for e-voting.

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

SPECIAL BUSINESS

Item No.1:

Approval for issue of Equity Shares through preferential issue

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

RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on Preferential Issue as contained in Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”), the listing agreements

entered into by the Company with BSE Limited and subject to the Rules, Regulations, Guidelines, Circulars and notifications etc. issued by the Ministry of Corporate Affairs, The Securities and Exchange Board of India (SEBI), the Reserve Bank of India, from time to time and any other Guidelines and clarifications issued by any other competent authority, from time to time, to the extent applicable and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of any Statutory / Regulatory Authorities, including but not limited to Securities and Exchange Board of India (SEBI), BSE Limited (BSE) and any other Institutions or Bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors to create, offer, issue and allot such number of equity shares of face value of Rs.5/- each at such price as determined in accordance with Chapter V of SEBI ICDR Regulations on the 'Relevant Date' for cash consideration on a preferential basis to the following persons ("Proposed Allottee") to the extent detailed below, upon such terms and conditions as may be deemed appropriate by the Board in accordance with the provisions of SEBI ICDR Regulations, or other applicable laws in this respect.

| S. No. | Name of the proposed allottee | Category | Amount against issue of equity shares (in Rs.) | Note |
|--------|----------------------------------|----------|--|---|
| 1. | M/s. Asscher Enterprises Limited | Promoter | 20,00,00,000 | The number of equity shares to be allotted to the proposed allottee will be determined only once the price per equity share on the relevant date is determined in accordance with SEBI ICDR Regulations |

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for determining the floor price for the preferential issue of the equity shares is 12th January 2024, being the date 30 (thirty) days prior to the date on which this resolution is deemed to have been passed, i.e., the last date specified for Postal ballot (E-voting).

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to the Proposed Allottee under the preferential issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect of dividend and voting powers) from the date of allotment thereof, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- b) The Equity Shares to be allotted shall be locked-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals.

- c) The Equity Shares shall be allotted in dematerialised form within a period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.
- d) The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT the Company is authorised to file all the necessary applications, papers and documents with the National Securities Depository Limited, Central Depository Services (India) Limited, BSE Limited or any other authorities for admission of the Equity Shares issued and allotted to the proposed allottee on preferential basis as above.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized, for and on behalf of the Company, to issue and circulate the private placement offer cum application letter(s) in the prescribed Form PAS-4 to the above proposed allottee, as identified by the Board, for subscription on private placement basis with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange, receipt of consideration as aforesaid and within the timelines prescribed under the applicable laws and to maintain the requisite record of the private placement offer in the prescribed Form PAS-5 with the details of the proposed allottee.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board including any duly constituted committee of the Board with power to delegate to any officer of the Company, as the Board or such committee, for the purpose of giving effect to this resolution, may in its absolute discretion deem necessary, desirable or expedient, including but not limited to making listing application to the stock exchange(s) where the equity shares of the Company are listed, filing of requisite forms with the Registrar of Companies and to resolve and settle any questions and difficulties that may arise in the proposed offer, issue and allotment of aforesaid securities, utilization of issue proceeds, signing of all deeds and documents as may be required and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Item No.2:

Approval for entering into Material Related Party Transaction with Asscher Enterprises Limited

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

RESOLVED THAT pursuant to the provisions of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the applicable provisions of the Companies Act, 2013 ("Act") read with rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions, and pursuant to the approval of the Audit Committee and the Board of Directors, the approval of the Members be and is hereby accorded to the Company to enter into transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) with M/s.Asscher Enterprises Limited, an entity falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for availing of financial assistance for an amount not exceeding Rs. 20 Crores (Rupees Twenty Crores Only), in one or more tranches, during a period of one year with effect from 11th February 2024, on such terms and conditions as detailed in the explanatory statement to this resolution notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year may exceed 10% of the annual turnover of the Company as per the last audited financial statements or such other materiality threshold as may be specified under applicable laws/ regulations from time to time.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the related party and to execute or authorise any person to execute all such documents, instruments and writings as may be necessary, relevant, usual, customary, proper and/or expedient for giving effect to the resolution.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis to the Promoter.

The Board of Directors of the Company at their meeting held on 26th December 2023 had approved the issuance of equity shares for cash consideration on preferential basis to the proposed allottee in the manner stated hereinabove, subject to the approval of members and other authorities as may be required.

The proposed issue and allotment of equity shares, on a preferential basis, shall be governed by the applicable provisions of the SEBI ICDR Regulations, as amended and the Act read with rules made thereunder.

Without generality to the above, the terms and conditions of the preferential issue of equity shares are as under:

- The “Relevant Date” as per SEBI ICDR Regulations for determining the minimum price for the preferential issue of shares is 12th January 2024, which is 30 days prior to the date of the last date of Postal Ballot / e-voting i.e., 11th February 2024.
- The equity shares proposed to be issued shall be allotted at such price in accordance with the pricing formula prescribed under Regulation 164 of SEBI ICDR Regulations.
- Entire consideration for preferential issue of equity shares shall be received by the Company at the time of allotment of the said equity shares.
- The consideration for allotment of equity shares shall be paid to the Company from the bank account of the proposed allottee.
- Pursuant to Regulation 160(c) of SEBI ICDR Regulations, the allotment of equity shares shall be made only in dematerialised form.
- The Company has not made any preferential issue of securities in this financial year, other than the proposed issue of equity shares as stated in this notice.
- The proposed allottee has not sold / will not sell any equity shares during the 90 trading days preceding the Relevant Date. The proposed allottee has not subscribed to any securities of the Company during the last one year.
- The equity shares proposed to be issued shall rank pari passu in all respects (including entitlement to voting powers and dividend) with the existing fully paid-up equity shares of face value of Rs.5/- each of the Company, subject to the relevant provisions contained in the Articles of Association of the Company

Information pertaining to the proposed preferential allotment in terms of Chapter V of SEBI ICDR Regulations and the Act read with the Rules issued thereunder are set forth below:

a. Object of the preferential issue:

The proceeds of the issue will be utilized to meet long-term funding requirements of the Company inter alia as under:

| S. No. | Objects of the Issue | Amount (in Rs.) | Tentative time frame for utilisation |
|--------|---|-----------------|--------------------------------------|
| 1 | For investment in companies engaged in the development and production of products/ services for the defence sector. | 20,00,00,000 | Within 6 months |

Till such a time the issue proceeds are fully utilized, the Company shall keep the same in a separate bank account and/or bank deposits and/or mutual funds and/or other shorts terms funds as may be decided by the Board of Directors of the Company.

b. Maximum Number of Equity Shares to be issued.

The Company proposes to issue such number of equity shares of face value of Rs.5/- each at such price as determined in accordance with Regulation 164 of SEBI ICDR Regulations on the 'Relevant Date' for cash consideration on a preferential basis for an aggregate consideration not exceeding an amount of Rs. 20 Crores.

The maximum number of equity shares proposed to be issued and allotted to the proposed allottee will be determined only once the price per equity share on the "Relevant Date" is determined in accordance with SEBI ICDR Regulations. For instance, if the price calculated in accordance with Regulation 164 of SEBI ICDR Regulations is arrived at Rs. 351/- per equity share, the maximum number of equity shares to be issued to the proposed allottee will be 5,69,800 (Five Lakhs Sixty-Nine Thousand and Eight Hundred only) aggregating to a total consideration not exceeding Rs. 20 Crores.

c. The proposal or intention of the Promoter/ Directors/ Key Managerial Personnel/ Senior management of the Company to subscribe to the offer:

M/s. Asscher Enterprises Limited, the Promoter of the Company, intends to subscribe to the entire issue of equity shares proposed to be issued through the preferential offer. Other than the above, none of the other promoters/ Directors/ Key Managerial Personnel/ Senior Management intend to subscribe to the proposed offer.

d. The shareholding pattern of the Company before and after the preferential issue of equity shares:

Shareholding pattern before and after the proposed preferential issue of equity shares is as follows:

| S. No. | Category | Pre-issue As on 22.12.2023 | | Post Issue | |
|-----------|--------------------------------------|-------------------------------|------------------|--------------------|------------------|
| | | No. of Shares held | % of shares held | No. of Shares held | % of shares held |
| A. | PROMOTER & PROMOTER GROUP | | | | |
| 1 | Indian | | | | |
| a. | Individuals/ Hindu Undivided Family | 32,500 | 0.13 | 32,500 | 0.13 |

| S. No. | Category | Pre-issue As on 22.12.2023 | | Post Issue | |
|----------|---|-------------------------------|------------------|--------------------|------------------|
| | | No. of Shares held | % of shares held | No. of Shares held | % of shares held |
| b. | Central Government/ State Government(s) | - | - | - | - |
| c. | Financial Institutions/ Banks | - | - | - | - |
| d. | Any Other – Bodies Corporate | 1,27,38,537 | 51.10 | 1,33,08,337 | 52.19 |
| | Sub-total (A)(1) | 1,27,71,037 | 51.23 | 1,33,40,837 | 52.32 |
| 2 | Foreign | | | | |
| a. | Individuals (Non-Resident Individuals/ Foreign Nationals) | - | - | - | - |
| b. | Government | - | - | - | - |
| c. | Institutions | - | - | - | - |
| d. | Foreign Portfolio Investors | - | - | - | - |
| e. | Any other | - | - | - | - |
| | Sub-total (A)(2) | - | - | - | - |
| | Sub-total (A) | 1,27,71,037 | 51.23 | 1,33,40,837 | 52.32 |
| B | PUBLIC | | | | |
| 1 | Institutions (Domestic) | | | | |
| a. | Mutual Funds | - | - | - | - |
| b. | Venture Capital Funds | - | - | - | - |
| c. | Alternate Investment Funds | - | - | - | - |
| d. | Banks | 400 | - | 400 | - |
| e. | Insurance Companies | - | - | - | - |
| f. | Provident Funds/ Pension Funds | - | - | - | - |
| g. | Asset Reconstruction Companies | - | - | - | - |
| h. | Sovereign Wealth Funds | - | - | - | - |
| i. | NBFCs Registered with RBI | 50,000 | 0.20 | 50,000 | 0.20 |
| j. | Other Financial Institutions | - | - | - | - |
| k. | Any other | - | - | - | - |
| | Sub-total (B)(1) | 50,400 | 0.20 | 50,400 | 0.20 |
| 2 | Institutions (Foreign) | | | | |
| a. | Foreign Direct Investment | - | - | - | - |
| b. | Foreign Venture Capital Investors | - | - | - | - |
| c. | Foreign Sovereign Wealth Funds | - | - | - | - |
| d. | Foreign Portfolio Investors Category I | 42,000 | 0.17 | 42,000 | 0.16 |
| e. | Foreign Portfolio Investors Category II | - | - | - | - |
| f. | Overseas Depositories (Holding DRs) | - | - | - | - |

| S. No. | Category | Pre-issue As on 22.12.2023 | | Post Issue | |
|--------|---|-------------------------------|------------------|--------------------|------------------|
| | | No. of Shares held | % of shares held | No. of Shares held | % of shares held |
| g. | Any other | - | - | - | - |
| | Sub-total (B)(2) | 42,000 | 0.17 | 42,000 | 0.16 |
| 3 | Central Government/ State Government | | | | |
| a. | Central Government/ President of India | - | - | - | - |
| b. | State Government/ Governor | - | - | - | - |
| c. | Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter | - | - | - | - |
| | Sub-total (B)(3) | - | - | - | - |
| 4 | Non-Institutions | | | | |
| a. | Associate Companies / Subsidiaries | - | - | - | - |
| b. | Directors and their relatives (excluding independent directors and nominee directors) | 5,200 | 0.02 | 5,200 | 0.02 |
| c. | Key Managerial Personnel | 1,501 | 0.01 | 1,501 | 0.01 |
| d. | Relatives of Promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category) | - | - | - | - |
| e. | Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust' | - | - | - | - |
| f. | Investor Education and Protection Fund (IEPF) | - | - | - | - |
| g. | Resident Individual holding nominal share capital up to Rs.2 lakhs | 67,54,359 | 27.09 | 67,54,359 | 26.49 |
| h. | Resident Individuals holding nominal share capital in excess of Rs.2 lakhs | 34,25,930 | 13.74 | 34,25,930 | 13.43 |
| i. | Non-Resident Indians (NRIs) | 6,07,513 | 2.44 | 6,07,513 | 2.38 |
| j. | Foreign Nationals | - | - | - | - |
| k. | Foreign Companies | - | - | - | - |
| l. | Bodies Corporate | 8,47,796 | 3.40 | 8,47,796 | 3.32 |
| m. | Any Other | | | | |
| | Clearing Members | 53,545 | 0.21 | 53,545 | 0.21 |

| S. No. | Category | Pre-issue As on 22.12.2023 | | Post Issue | |
|----------|---|-------------------------------|------------------|--------------------|------------------|
| | | No. of Shares held | % of shares held | No. of Shares held | % of shares held |
| | Hindu Undivided Families | 3,70,755 | 1.49 | 3,70,755 | 1.45 |
| | Trusts | 700 | - | 700 | - |
| | Sub-total (B)(4) | 1,20,67,299 | 48.40 | 1,20,67,299 | 47.32 |
| | Sub-total (B) | 1,21,59,699 | 48.77 | 1,21,59,699 | 47.68 |
| C | NON-PROMOTER NON-PUBLIC SHAREHOLDERS | | | | |
| a. | Custodian / DR Holder | - | - | - | - |
| b. | Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 | - | - | - | - |
| | Sub-total (C) | - | - | - | - |
| | TOTAL | 2,49,30,736 | 100.00 | 2,55,00,536 | 100.00 |

Note: It has been assumed that 5,69,800 equity shares will be issued at a price of Rs. 351/- per equity share. However, the actual number of shares to be allotted and the percentage of post-issue shareholding may vary depending on the actual price of the equity shares determined in accordance with Regulation 164 of SEBI ICDR Regulations.

e. Proposed time frame within which preferential issue of equity shares shall be completed:

As required under SEBI ICDR Regulations, the preferential issue of equity shares shall be completed, within a period of 15 days from the date of passing of the special resolution contained in this Notice. Provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

f. The Identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the proposed allottee:

The identity of the natural person who are the ultimate beneficial owners of the equity shares proposed to be allotted and /or who ultimately control the proposed allottee is given in the following table:

| | |
|---|--|
| Identity of the proposed allottee | Asscher Enterprises Limited 503, 5 th Floor, Lunkad Sky Station Co-operative Premises Society Ltd, Plot No.109 Viman Nagar, Pune, Pune – 411014, Maharashtra, India. |
| Category | Promoter |
| Identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted | Mr. Salil Baldevraj Taneja |

g. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue.

The percentage of pre-issue and post preferential issue capital that may be held by the allottee(s) is given below:

| Name of the proposed allottee | Pre-issue shareholding | | No. of equity shares proposed to be allotted | Post Issue holding | |
|-------------------------------|------------------------|-------------------|--|--------------------|-------------------|
| | No. of shares | % of shareholding | | No. of shares | % of shareholding |
| Asscher Enterprises Limited | 1,26,53,299 | 50.75 | 5,69,800 | 1,32,23,099 | 51.85 |

Note: It has been assumed that 5,69,800 equity shares will be issued at a price of Rs. 351/- per equity share. However, the actual number of shares to be allotted and the percentage of post-issue shareholding may vary depending on the actual price of the equity shares determined in accordance with Regulation 164 of SEBI ICDR Regulations.

There will be no change in the control of the Company as a result of the proposed issue of equity shares on a preferential basis to the promoter.

h. Undertakings:

In terms of SEBI ICDR Regulations, the Company hereby undertakes that:

- (i) The Company shall re-compute the price of the Equity Shares issued and allotted in terms of the provisions of SEBI ICDR Regulations, where it is required to do so.
- (ii) If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the underlying Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottee.

i. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

The Equity Shares of the Company are listed on BSE Limited (BSE) for a period of more than 90 trading days as on the Relevant Date i.e., 12th January 2024 and are frequently traded in terms of the SEBI ICDR Regulations.

Accordingly, in terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the Equity Shares be issued/allotted shall be higher of the following:

1. 90 trading days volume weighted average price of the related equity shares quoted on BSE preceding the relevant date i.e., 12th January 2024 or
2. 10 trading days volume weighted average prices of the related equity shares quoted on BSE preceding the relevant date. i.e., 12th January 2024.

Further, the Articles of Association of the Company do not provide for a method of determination of the floor price for equity shares.

The Company shall obtain a certificate from Mr. M. D. Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, certifying the computation of the minimum price for the proposed preferential issue of the Company, based on the pricing formula prescribed under the Regulation 164 of the Chapter V of SEBI ICDR Regulations.

j. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and name and address of valuer who performed valuation: Not applicable.

k. Lock-in Period:

- (i) The equity shares allotted on a preferential basis shall be subject to 'lock-in' in accordance with Regulation 167 and 168 of the SEBI ICDR Regulations.
- (ii) The entire pre-preferential shareholding of proposed allottee, shall also be locked-in as per Regulation 167 of the SEBI ICDR Regulations.

l. Other Disclosures:

- (i) None of the Company, its Directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. Hence, disclosures as required under Schedule VI of SEBI ICDR Regulations does not arise. Further, none of the directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- (ii) Both the current and proposed status of the proposed allottee post the preferential issues is/will be "Promoter".
- (iii) The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the SEBI ICDR Regulations.
- (iv) The proposed allottee who has sold their equity shares during the 90 trading days preceding the relevant date shall not be eligible for allotment of equity shares on a preferential basis.
- (v) In the present case, the proposed issue will not attract the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (vi) As the Equity Shares have been listed for a period of more than 90 days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- (vii) Report of registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed preferential issue.
- (viii) During the year, the Company has not made any preferential allotment to Shareholders.
- (ix) The proposed offer envisages the preferential issue of equity shares and accordingly disclosure of the principle terms of assets charged as securities does not arise.
- (x) A copy of the certificate from Mr. M D Selvaraj, FCS, Managing Partner of MDS & Associates LLP, Company Secretaries, certifying that the above preferential issue of equity shares is being made in accordance with the applicable provisions of the SEBI ICDR Regulations, will be open for inspection at the Registered Office of the Company during working hours on all working days up to the last date of Postal Ballot / e-voting i.e., 11th February 2024. The said certificate will also be placed on the website

of the Company at <http://taal.co.in/resource/Investors-Relations/Postal-Ballot.aspx>.

- (xi) The Company will take necessary steps to obtain the required approvals from BSE Limited, SEBI, RBI or any other regulatory agency as may be applicable for the proposed preferential issue of equity shares.

Further, Sections 42 and 62(1)(c) of the Companies Act, 2013 read with Regulation 160(b) of the ICDR Regulations provides that preferential issue of specified securities by a listed company would require approval of its shareholders by way of a Special Resolution as set out in Item No. 1 of the Notice.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its members and, therefore, recommends the special resolution as set out in Item No. 1 of the Notice for the approval of the members of the Company.

Except Mr.Salil Baldevraj Taneja and Mrs. Rahael Shobhana Joseph, Directors none of the other Directors or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution set out in Item No. 1 of the Notice.

Item No.2

Pursuant to proviso to Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a transaction with a related party shall be considered “material”, if the transactions entered into individually or taken together with previous transactions during a Financial Year with such related party exceeds Rs. 1,000 Crores or 10% of the total turnover of the Company as per the last audited financial statements, whichever is lower (“Materiality Threshold”).

The proposed amount will be utilized as a trade investment / investment/ for meeting the working capital requirements in the principal business activities of the Company which will yield better value for the stakeholders.

The transaction proposed to be entered into by the Company as specified above exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements. The actual value of financial assistance to be availed in a financial year may vary depending on requirements.

The Audit Committee has approved the proposed transaction to be entered into with the related party at their meeting held on 26th December 2023. Pursuant to Regulation 23(4) of Listing Regulations, the prior approval of the shareholders of the Company by way of an ordinary resolution would be required for entering into transactions with related parties in excess of the materiality threshold.

The details of the transactions with above-mentioned related party as required pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023 is as follows.

| | |
|--|-----------------------------------|
| Name of the related party | M/s.Asscher Enterprises Limited |
| Type, material terms and particulars of the proposed transaction | Availing of Financial Assistance. |

| | |
|--|--|
| | Financial Assistance will be availed in tranches as per the business requirement. |
| Relationship with the listed entity or its subsidiary including nature of its concern or interest (financial or otherwise) | Holding Company and Promoter of the Company |
| Tenure of the transaction | During a period of one year with effect from 11 th February 2024. |
| Value of the transaction | Not exceeding an amount of Rs. 20 Crores |
| The percentage of the listed entity's annual turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction | 62.78% based on audited financials for the year ended 31 st March 2023 |
| Justification for why the proposed transaction is in the interest of the listed entity | As detailed above |
| A copy of the valuation or other external party report, if any such report has been relied upon | Not Applicable. The Company has not relied upon any such document. |
| Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary | Not Applicable as the Company proposes to avail financial assistance from the related party. |
| Any other information that may be relevant | Nil |

The Board of Directors recommends the resolution as set out in Item No. 2 of the Notice for the approval of the members who are not related parties of the Company.

The Members may please note that in terms of the provisions of the Listing Regulations, no related party(ies) as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall vote to approve the resolutions under Item No. 2 of this notice.

Except Mr.Salil Baldevraj Taneja and Mrs. Rahael Shobhana Joseph, Directors, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution(s) as set out in Item No. 2 of this notice.

**By Order of the Board
For TANEJA AEROSPACE AND AVIATION LIMITED**

Place: Pune

Date: December 26, 2023

**ASHWINI NAVARE
COMPANY SECRETARY**

Notes:

1. Members may note that this Postal Ballot Notice has been placed on the Company's website www.taal.co.in, on the website of BSE Limited, being the stock exchange where the equity shares of the Company are listed and on the website of NSDL, www.evoting.nsdl.com.
2. The Notice is being sent only by email to all those Members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as on Friday, 5th January 2024 ("Cut-off date") and who have registered their email address in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited ("RTA") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the MCA Circulars.
3. All the Members of the Company whose names are appearing on the Register of Members / List of Beneficial Owners as on the cut-off date i.e., Friday, 5th January 2024 ("Cut-off date") (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants) shall be eligible for remote e-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
4. Please note that e-voting module shall be disabled for voting by NSDL after 5:00 PM (IST) on Sunday, 11th February 2024. During the voting period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on Friday, 5th January 2024 ("Cut-off date"), may cast their vote electronically. Once vote on a resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again.
5. In terms of the MCA Circulars, the Company will send this Notice in electronic form only and a hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system. Therefore, those Shareholders who have not yet registered their e-mail address are requested to get their e-mail address submitted by following the procedure given below:
 - i. In light of the MCA Circulars, for remote e-voting for this Postal Ballot, the Shareholders whether holding equity shares in dematerialised form or in physical form and who have not submitted their email address and in consequence to whom the Postal Ballot notice could not be served, may temporarily get their e-mail address registered with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited by submitting necessary request form(s) along with supporting documents. Post successful registration of the e-mail address, the Shareholder would get a soft copy of this Notice and the procedure for e-voting along with the user-id and the password to enable e-voting for this Postal Ballot. In case of any queries, Shareholders may write to

the Company at secretarial@taal.co.in or to the Registrar and Share Transfer Agent at investor@bigshareonline.com.

- ii. It is clarified that for permanent submission of e-mail address, the Shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participant(s) and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited, having its office at Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, Next To Ahura Centre, Andheri East, Mumbai – 400093 (Tel.: 022- 62638200), by following the due procedure.
 - iii. Those Shareholders who have already registered their e-mail address are requested to keep their e-mail address validated with their depository participant(s)/ the Company's Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited to enable serving of notices/ documents/ annual reports electronically to their e-mail address.
6. Any query/grievance may please be addressed to Ms. Ashwini Navare, Company Secretary with respect to this Postal Ballot at Email ID: secretarial@taal.co.in or may contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited at the email id: evoting@nsdl.co.in or call NSDL's toll-free number 1800 102 0990.
 7. Members are requested to carefully read the instructions while expressing their assent or dissent and to cast their vote(s) via e-voting by not later than 5:00 PM ("IST") on Sunday, 11th February 2024.
 8. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date. Further, a member cannot exercise his/her vote by proxy on Postal Ballot.
 9. Members are further requested to:
 - Intimate changes, if any, in address/ bank mandate & e-mail ID to secretarial@taal.co.in for shares held in physical form & to the Depository Participants for shares held in Demat form.
 - Quote folio number/ DP ID/ Client ID in all correspondence with the Company or its R & T Agent.
 - Intimate about consolidation of folios to R & T Agent, if your shareholding is under multiple folios.
 - Note that as per SEBI / Stock Exchange guidelines the shares of the Company are traded compulsorily in Demat form. In view of this Members are requested to convert their physical share certificate into Demat form.
 - Note that Securities and Exchange Board of India ("SEBI") had mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrar and Share Transfer Agents with effect from April 1, 2019. Further, SEBI had mandated the listed entities to issue shares only in dematerialized mode, with effect from January 25, 2022, to shareholder(s)/ claimant(s) holding shares in physical mode, as against their service requests including for transmission or transposition of shares.

- Note that the Company has designated an exclusive email ID viz. secretarial@taal.co.in to enable members to register their queries/complaints.
- Note that SEBI vide its master circular dated May 17, 2023, and November 17, 2023, has also mandated that the shareholders holding shares in physical form are required to update their PAN, KYC details, bank details and nomination details with the RTA and are also required to compulsorily link their PAN and Aadhaar. Shareholders holding shares in physical form may also note that the dividend payments will be processed only upon receipt of requisite KYC details and credited to the bank account of the shareholder electronically.
- Note that the copies of aforementioned SEBI Circulars and the prescribed Forms are available on the website of the Company at www.taal.co.in. The shareholders holding shares in physical form are requested to furnish the cited details / documents to the Company / its Registrar and Share Transfer Agent.

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

- (i) In compliance with provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their vote electronically. The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to its members.
- (ii) The voting period begins from 9.00 AM (IST) on Saturday, 13th January 2024, and ends at 5.00 PM (IST) on Sunday, 11th February 2024. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 5th January 2024, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after 5.00 PM (IST) on Sunday, 11th February 2024.

The instructions for shareholders to vote electronically using NSDL e-Voting system is given hereunder:

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:

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"> 1. Existing IDeAS users can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or log on https://eservices.nsd.com /SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</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; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div> |
| Individual Shareholders holding securities in | <ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. The option will be made available to reach e-Voting page without any further authentication. The URL for |

| Type of shareholders | Login Method |
|--|---|
| demat mode with CDSL | <p>users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <ol style="list-style-type: none"> After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links to an e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access the e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30. |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43. |

B. Login Method for e-Voting 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 <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. Your Password details 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 is 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.
 - (b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by the aforesaid two options, you can send a request at evoting@nsdl.co.in 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, the 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 the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
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(s) 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 taal@mdsassociates.in with a copy marked to evoting@nsdl.co.in.

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?” o “Physical User Reset Password?” option available on 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in.

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

In light of the MCA Circulars, for remote e-voting for this Postal Ballot, the Shareholders whether holding equity shares in dematerialised form or in physical form and who have not submitted their email address and in consequence to whom the Postal Ballot notice could not be served, may temporarily get their e-mail address registered by following the procedure given below:

- i. 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.
- ii. 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. If you are an individual shareholder 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.
- iii. Alternatively, shareholder/Members may send a request to evoting@nsdl.co.in for procuring user ID and password for e-voting by providing above mentioned documents.

It is clarified that for permanent submission of e-mail address, the Shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participant(s) and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited, by following the due procedure.