



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/20-21

September 07, 2020

Corporate Relationship Department
BSE Ltd
PJ Towers, Dalal Street, Fort,
Mumbai-400001

Scrip Code: 522229

Dear Sir,

Sub: Notice of the 31st Annual General Meeting

Pursuant to the provisions of Regulation 30 of the SEBI (LODR) Regulations, 2015, it is hereby informed that the 31st Annual General meeting of the Company will be held on Tuesday, September 29, 2020 through Video Conferencing ("VC") / Other Audio Visual Means (OAVM). The Notice of the 31st Annual General Meeting of the Company is attached herewith.

Kindly take the same on records and oblige.

Yours Faithfully,

For Taneja Aerospace and Aviation Limited

Sysha Kumar
Company Secretary



Encl.: As Above

Taneja Aerospace and Aviation Limited

Regd. Office: Belagondapalli Village, Thally Road, Denkanikottai Taluk, Krishnagiri District,
Belagondapalli – 635 114, Tamil Nadu
Phone: 04347 - 233508, Fax: 04347 - 233414, E-mail: secretarial@taal.co.in,
Web: www.taal.co.in, CIN: L62200TZ1988PLC014460

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the Members of Taneja Aerospace and Aviation Limited will be held on Tuesday, September 29, 2020 at 2.00 p.m. IST through Video Conferencing/ Other Audio Visual Means (VC/OAVM) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt:
 - (a) the audited financial statements of the Company for financial year ended March 31, 2020 including the audited Balance Sheet as at March 31, 2020 and Statement of Profit and Loss for the year ended on that date and reports of the Board of Directors and the auditors thereon; and
 - (b) the audited consolidated financial statements of the Company for financial year ended March 31, 2020 including the audited Consolidated Balance Sheet as at March 31, 2020 and the Consolidated Statement of Profit and Loss for the year ended on that date and the report of the auditors thereon.
2. To appoint a director in place of Mr. Muralidhar Chitteti Reddy (DIN: 01621083), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

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

“**RESOLVED THAT** pursuant to Section 149, 152 read with Schedule IV of the Companies Act, 2013 (‘the Act’) and other applicable provisions, if any, of the Act and the Rules made thereunder, (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Prahlada Ramarao (DIN: 07548289), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby re-appointed as Independent Director of the Company, to hold office from the conclusion of 31st Annual General Meeting until the conclusion of the 36th Annual General Meeting of the

Company and that he shall not be liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to Section 149, 152 read with Schedule IV of the Companies Act, 2013 (‘the Act’) and other applicable provisions, if any, of the Act and the Rules made thereunder, (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Arvind Nanda (DIN: 01846107) Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby re-appointed as Independent Director of the Company, to hold office from the conclusion of 31st Annual General Meeting until the conclusion of the 36th Annual General Meeting of the Company and that he shall not be liable to retire by rotation.”

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and Rules made thereunder, Mr. Ramesh Jaiswara (DIN: 08837423) who was appointed as an Additional Director of the Company by the Board of Directors with effect from September 02, 2020 and who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the Office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

6. To consider and if thought fit, to pass, with or without modification(s), the following

resolution as an **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder, or any other statutory modification(s) or re-enactments thereof for the time being in force and subject to such other approvals / consent as may be required, and pursuant to the Articles of Association of the Company, consent of the Company be and is hereby accorded to the appointment of Mr. Ramesh Jaiswara (DIN: 08837423) as Whole-time Director of the Company, liable to retire by rotation, for a period of 2 (two) years with effect from October 1, 2020 to September 30, 2022 on the terms and conditions including remuneration and perquisites as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors (‘Board’), which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution be & is hereby authorized to alter and vary the terms & conditions of appointment including remuneration.

RESOLVED FURTHER THAT when re-elected as Director, on account of retirement by rotation, such reelection of Mr. Ramesh Jaiswara as Director shall not be deemed to constitute a break in his appointment as Whole-time Director and that upon re-election he shall continue to hold the office of Whole-time Director as hitherto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To consider and if thought fit to pass with or without modifications, the following resolution as **Ordinary resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 179 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder and Regulations 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modifications(s) or enactment thereof for the time being in force), approval of the members be and is hereby accorded to the Board of Directors of the Company (which the term shall include any board committee duly authorised by the Board) to enter into

material related party transaction(s) by availing inter corporate deposits / loans of upto Rs. 10.00 Crores, in one or more tranches, from TAAL Enterprises Limited, a related party, on such terms as detailed in the enclosed explanatory statement, from time to time, as may be approved by the Board, subject to the condition that the aggregate of principal amount of inter corporate deposit / loan from TAAL Enterprises Limited shall not exceed an amount of Rs. 10.00 Crores (Rupees Ten Crores only) at any point in time, notwithstanding that the value of such transaction(s) may exceed the materiality threshold prescribed under Regulation 23 of SEBI Listing Regulations or other regulatory requirements.”

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

**Sysha Kumar
Company Secretary**

Pune, September 02, 2020

Registered Office:
Thally Road, Denkanikottai Taluk,
Krishnagiri District, Belagondapalli – 635114,
Tamil Nadu

NOTES:

1. In view of the situation arising out due to COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs (‘MCA Circulars’) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (‘SEBI Circular’) and in compliance with the provisions of the Companies Act, 2013 (‘Act’) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the 31st AGM of the Company is being convened through VC/OAVM, which does not require physical presence of members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. The relative Explanatory Statement and reasons for the proposed Special Business stated pursuant to Section 102 of the Companies Act, 2013 ('Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') is annexed. The Board of Directors of the Company at its meeting held on September 02, 2020 considered that the special business under Item Nos. 3 to 7, being considered unavoidable, be transacted at the 31st AGM of the Company.
3. The deemed venue for the 31st AGM shall be the Registered Office of the Company.
4. A proxy is allowed to be appointed under Section 105 of the Act to attend and to vote at general meeting on behalf of a Member who is not able to attend personally. However, pursuant to MCA Circulars the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, instructions related to proxy and proxy form are not provided in this Notice.
5. However, in pursuance of Section 112 and Section 113 of the Act, the representatives of the Corporate Members may be appointed and such authorised representatives can attend, participate in and cast their votes through remote e-voting at the AGM held through VC or OAVM. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the AGM.
6. In case of Joint holders attending the AGM, only such joint holder whose name appears first in order of names will be entitled to vote.
7. Brief profile and other required information in respect of the Directors proposed to be appointed / re-appointed, in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings is enclosed with this Notice. Requisite declarations have been received from the Directors seeking appointment / reappointment.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of Act will be made available for inspection in electronic mode.
9. In line with the Circulars, AGM Notice along with the Annual Report of the Company for FY2019-20 is being sent only through electronic mode to the members whose e-mail IDs are registered with the Company / Depositories.
10. The aforesaid Notice of the AGM and the Annual Report is available on the website of the Company at www.taal.co.in and can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL at www.evotingindia.com.
11. Members holding shares in single name are advised to avail the facility of nomination pursuant to Section 72 of the Act. Members holding shares physically may send their nomination in Form SH-13 to Bigshare Services Private Limited ('Bigshare') while Members holding shares electronically may contact their Depository in this regard.
12. Pursuant to the provisions of Section 108 of the Act read with applicable Rules (as amended from time to time) and Regulation 44 of Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) either by remote e-voting prior to the AGM or remote e-voting during the AGM.
13. The members can opt for only one mode of remote voting i.e. either prior to the AGM or during the AGM. The members present at the AGM who have not cast vote by remote e-voting prior to the AGM shall be able to exercise their right to cast vote by remote e-voting during the AGM. The members who have cast vote by remote e-voting prior to the AGM are eligible to attend the AGM but shall not be entitled to cast vote during the AGM.
14. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship

Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

15. The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
16. Since the AGM shall be held through VC or OAVM, hence the requirement of providing the Route Map for the venue of the AGM in the notice does not apply to this AGM.
17. A person who is not a Member as on cut-off date should treat this Notice for information purposes only. Any person who becomes a Member after dispatch of Notice and holding shares as on cut-off date shall also follow the procedure stated herein.
18. **Instructions for accessing and participating in the 31st AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting**

a. The instructions for shareholders for remote e-voting are as under:

- i. The voting period begins on September 26, 2020 (9:00 am) and ends on September 28, 2020 (5:00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 22, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - a) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - b) The shareholders should log on to the e-voting website www.evotingindia.com.
 - c) Click on "Shareholders" module.
 - d) Now enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company. **OR**

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login-Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST**

e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- e) Next enter the Image Verification as displayed and Click on Login.
- f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- g) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company or contact the Company or the RTA for the same, in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR	
Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- h) After entering these details appropriately, click on "SUBMIT" tab.
- i) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their

login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- j) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - k) Click on the EVSN for the relevant Taneja Aerospace and Aviation Limited on which you choose to vote.
 - l) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - n) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - q) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - r) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- b. **Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this Notice:**

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Bigshare, the Registrar and Transfer Agents of the Company at investor@bigshareonline.com or to the Company at secretarial@taal.co.in
 - ii. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 Bigshare, the Registrar and Transfer Agents of the Company at investor@bigshareonline.com or to the Company at secretarial@taal.co.in.
- c. **Instructions for shareholders attending the AGM through VC/OAVM are as under:**
- i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
 - ii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 - iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by

sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@taal.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@taal.co.in. These queries will be replied to by the company suitably by email.

- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

d. Instructions for shareholders for e-voting during the AGM are as under:-

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iv. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

e. Note for non – individual shareholders and custodians

- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- iii. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- iv. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- vi. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@taal.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- 19. The Board of Directors have appointed Mr. Giriraj Mohta, (CP No. 18967), Giriraj

Mohta & Company, Practicing Company Secretaries, as Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.

20. The Chairman shall, at AGM, at end of discussions on resolutions on which voting is to be held, allow voting with assistance of Scrutinizer by use of e-voting for all those members who are present at AGM but have not cast their votes by availing remote e-voting facility.
21. The Scrutinizer shall after the conclusion of voting at the general meeting, will unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company & shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same & declare the result of the voting forthwith.
22. The Results declared along-with the report of the Scrutinizer shall be placed on the website of the Company at viz. www.taal.co.in and on the website of CDSL viz. www.evotingindia.com. The results shall also be immediately forwarded to the BSE Limited.
23. The documents, if any, referred to in accompanying Notice & Explanatory Statement shall be open for inspection electronically during normal business hours (9.00 am IST to 5.00 pm IST) on all working days except Saturdays, upto and including the date of the AGM.
24. Members are further requested to :
 - Intimate changes, if any, in their registered address/ bank mandate and email address to the R&T Agent for shares held in physical form and to their respective Depository Participants for shares held in Demat form.
 - Quote Ledger folio number/ DP ID/ Client ID in all the correspondence with the Company or its R&T Agent.
 - Intimate about consolidation of folios to the R&T Agent, if your shareholding is under multiple folios.
 - Note that as per SEBI / Stock Exchange guidelines the shares of the Company are traded compulsorily in Demat form. As per the guideline issued by SEBI there are no Demat Account opening charges. In view of this Members are requested to convert their physical share certificate into Demat form.

- Note that as per SEBI Notification dated June 08, 2018 shares in physical form will not be transferred w.e.f April 01, 2019 except in case of transmission or transposition of securities. Therefore, the Members who still hold share certificate(s) in physical form are advised in your interest to dematerialize your shareholding at the earliest.
- Note that the Company has designated an exclusive e-mail id viz. "secretarial@taal.co.in" to enable investors to register their complaints, if any.

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

Item No. 3

The Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, at its Meeting held on September 02, 2020 has re-appointed Dr. Prahlada Ramarao (DIN: 07548289) as a Director of the Company in the category of Independent Director based on performance evaluation for a period of five years until the conclusion of 36th Annual General Meeting.

He meets the criteria of independence as provided under Section 149(6) of the Act and the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is not dis-qualified 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 Dr. Prahlada Ramarao 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.

The Board considers that his association would be of immense benefit to the Company

and it is desirable to avail his services as an Independent Director.

Brief resume of Dr. Prahlada Ramarao is attached and forms part of this Notice.

The Board recommends the resolution set out at Item No. 3 for the approval of members to be passed as an Ordinary Resolution.

Except Dr. Prahlada Ramarao, 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 said resolution.

Item No. 4

The Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, at its Meeting held on September 02, 2020 had re-appointed Mr. Arvind Nanda (DIN: 01846107) as a Director of the Company in the category of Independent Director based on performance evaluation for a period of five years until the conclusion of 36th Annual General Meeting.

He meets the criteria of independence as provided under Section 149(6) of the 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 Mr. Arvind Nanda 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.

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

Brief resume of Mr. Arvind Nanda is attached and forms part of this Notice.

The Board recommends the resolution set out at Item No. 4 for the approval of members to be passed as an Ordinary Resolution.

Except Mr. Arvind Nanda, 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 said resolution.

Item No. 5 & 6

The Board of Directors, at their meeting held on September 02, 2020 has appointed Mr. Ramesh Jaiswara (DIN: 08837423) as Additional Director of the Company.

As the Board has also appointed him in its meeting held on September 02, 2020 as Whole-time Director, it is proposed to appoint him as Executive Director of the Company, liable to retire by rotation.

Mr. Ramesh Jaiswara has more than 21 years of experience in Operations, Business Excellence, Production, Project Management, New Product Development, Vendor management and Business Development in Aerospace & Defence manufacturing industry. He was previously associated with TATA Advanced Materials Ltd., CAPARO Engineering India Pvt. Ltd, Hindustan Aeronautics Limited.

Mr. Ramesh Jaiswara is a graduate in Metallurgical & Materials Engineering from IIT, Kharagpur and an alumnus of Xavier Institute of Management & Entrepreneurship.

Mr. Ramesh Jaiswara has been associated with the Company since June 2019 and his knowledge and expertise has been invaluable to the Company. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Whole-time Director.

The Board at the meeting held on September 02, 2020, on the recommendation of the Nomination & Remuneration Committee, has appointed Mr. Ramesh Jaiswara as Whole-time Director subject to the approval of the members in General Meeting for a period of two years with effect from October 01, 2020 on the following terms:

(1) Tenure

Mr. Ramesh Jaiswara will hold office as Whole-time Director for a period of two (2) years from October 01, 2020 to September 30, 2022.

(2) Remuneration

In terms of Schedule V to the Companies Act, 2013 read together with Section 196, 197, 198 and other applicable provisions of the

Companies Act, 2013, and subject to the approval by the Members of the Company in General Meeting and subject to other approvals, as may be required, the Whole-time Director shall be paid the following remuneration:

I. Salary:

The remuneration of the Whole-time Director w.e.f October 01, 2020 shall be Rs. 32.15 Lakhs per annum.

II. Perquisites and other benefits:

In addition to the above, the Whole-time Director shall be entitled to perquisites:

- i. Gratuity at the rate of 15 days' salary for each completed year of service subject to the provisions of Payment of Gratuity Act, 1972 and the rules of the Company

III. Other benefits

The Whole-time director shall be entitled to:

- i. contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ii. Earned leave and encashment of leave as per the rules of the Company
- iii. Reimbursement of mobile expenses.

Further, the composition of the overall remuneration as approved by the Shareholders can be varied as mutually agreed between the Board and Mr. Ramesh Jaiswara.

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

Additional information required under Schedule V of the Companies Act, 2013 forms part of this Notice.

Brief resume of Mr. Ramesh Jaiswara is attached and forms part of this Notice.

Accordingly, the Board recommends the resolution as set out in Item No. 5 and 6 for approval of the Shareholders of the Company to be passed as an Ordinary and Special Resolution. Except Mr. Ramesh Jaiswara, 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 said resolution.

Item No. 7

Pursuant to the special resolution passed by the members in its AGM held on December 30, 2014 sanctioning the borrowing limits of the Company

upto Rs. 150 Crores, the Company proposes to borrow money from a related party, TAAL Enterprises Limited on the below mentioned terms and conditions:

- a. Amount : Upto Rs. 10.00 Crores (Rs. Ten Crores) in one or more tranches
- b. Interest : 10% per annum.
- c. Repayment: principal loan amount shall be repayable within a maximum period of one year from the date of disbursement.

The Board of Directors have approved the aforesaid related party transaction, subject to approval of Shareholders, in their Meeting held on September 02, 2020 with the prior approval of the Audit Committee .

As per Regulation 23 of the SEBI (LODR) Regulations, 2015 (Listing Regulations) all material related party transactions shall require approval of the shareholders through ordinary resolution and the related parties shall not vote to approve the transaction. Therefore, as per Listing Regulations, all entities falling under the definition of Related Parties shall not vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not.

Vishkul Enterprises Private Limited, being the Promoter of the Company holds 50.74% of the share capital of TAAL Enterprises Limited.

Accordingly, the Board recommends the resolution as set out in Item No. 7 for approval of the Shareholders of the Company to be passed as an Ordinary Resolution.

Except Mr. Salil Taneja, Mrs. Rahael Shobhana Joseph and Mr. Arvind Nanda, 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 said resolution.

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

**Sysha Kumar
Company Secretary**

Pune, September 02, 2020

IMPORTANT COMMUNICATION TO MEMBERS

Pursuant to the Companies Act, 2013, Central Government has taken “Green Initiative” by allowing companies to serve notice/ documents including Annual Reports by e-mail to its members. This will also ensure prompt receipt of communication & avoid loss in postal transit. The members can download these documents from Company’s website i.e. www.taal.co.in. To support this ”Green Initiative” in full measure, members who have not registered/ updated their email addresses, are requested to register/ update their e-mail addresses by sending e-mail to investor@bigshareonline.com with subject as ‘E-mail for Green Initiative’ mentioning Folio No./ Client ID. Members holding shares in Demat form may register/ update their e-mail addresses with Depository through concerned Depository Participant(s).

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

Name of Director	Mr. Muralidhar Chitteti Reddy	Dr. Prahlada Ramarao
Age	63 years	73 years
Qualification	BE (Mechanical, 1978, Osmania University. MBA, 1980, IIM Ahmedabad	B.E. in Mech. Engg. from Bangalore University M.E in Aeronautical Engineering from II Sc., Bangalore Ph.D. Mechanical Engineering from JNTU, Hyderabad
Date of Re-appointment/ Appointment	October 01, 2018	September 29, 2018
Category	Non-Executive Director	Non-Executive Independent Director
Experience and Expertise in specific functional Area	Career spanning 37 years in Seamless Tubes, Steel, Cement and Defense Electronics Industry, having held Top Management Positions including profit centre responsibilities at Chief Executive Officer level.	Dr. Prahlada is known for his role as the Project Director for the mobile surface to air area defence missile system, AKASH. He was awarded "Padma Shri" in 2015, for his distinguished service in Science and Engineering. As the Director of DRDL, he had initiated many new projects like ASTRA air to air missile system, long range surface to air missile system etc. Since 1971, he has served in various ISRO and DRDO establishments. After his retirement as the Distinguished Scientist and Chief Controller DRDO, he was appointed as Vice-Chancellor of Defence Institute of Advanced Technology, Pune the only Defence University in the Country.
Relationship with other Directors and KMP of the Company	None	None
Equity Shareholding of Directors as on March 31, 2020	20,000	Nil
Directorships held in other Companies	TAAL Tech India Private Limited	Aarsha Dhaatu Green Nanotechnologies India Private Limited
Memberships/ Chairmanship of Committees of Limited Companies	Member of Audit Committee and Chairman of Nomination and Remuneration Committee of TAAL Tech India Private Limited (Deemed public Company)	Nil

**DETAILED PROFILE OF DIRECTOR(S) SEEKING RE-APPOINTMENT/APPOINTMENT
(Contd.)**

Name of Director	Mr. Arvind Nanda	Mr. Ramesh Jaiswara
Age	67 years	46
Qualification	Graduate in Production Engineering from PEC, Chandigarh and MBA from IIM Bangalore	Graduate in Metallurgical & Materials Engineering from IIT, Kharagpur and Executive Post Graduate Diploma in Business Management Xavier Institute of Management & Entrepreneurship
Date of Re-appointment / appointment	September 29, 2018	September 02, 2020
Category	Non-Executive Independent Director	Executive Director
Experience and Expertise in specific functional Area	Mr. Nanda has held senior management positions in reputed companies in the course of over 30 years of experience in Automotive, Aviation & Engineering industry. He has served as the Joint Managing Director on the Board of Jessop & Company at Kolkata in 2008 - 2009. From 1998 till 2003 he was associated with the Company as its Joint Managing Director	Mr. Ramesh Jaiswara has more than 21 years of experience In Operations, Business Excellence, Manufacturing, Engineering, Project Management, New Product Development, Vendor management and Business Development in Aerospace & Defence manufacturing industry.
Relationship with other Directors and KMP of the Company	None	None
Equity Shareholding of Directors as on March 31, 2020	25	Nil
Directorships held in other Companies	1. TAAL Enterprises Ltd. 2. TAAL Tech India Pvt. Ltd.	None
Memberships/ Chairmanship of Committees of Limited Companies	Member of Audit Committee and Stakeholders Relationship Committee of TAAL Enterprises Limited Chairman of Nomination and Remuneration Committee of TAAL Enterprises Limited Member of Audit Committee and Nomination and Remuneration Committee of TAAL Tech India Private Limited (Deemed public Company)	None

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

I. GENERAL INFORMATION

- a. Nature of the Industry: The Company is in the business of Aviation.
- b. Date or expected date of commercial production: June 8, 1994.
- c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.
- d. Financial performance based on given indicators as per published audited financial results for the year ended March 31, 2020:

Particulars	Rs. in Lakhs
Total Income	3,252.23
Net Profit/(Loss) after Tax	584.07
Total Expenditure	2,644.03

- e. Foreign investments or collaborators, if any – NIL

II. INFORMATION ABOUT THE APPOINTEE

Particulars	Mr. Ramesh Jaiswara		
Background details	Mr. Ramesh Jaiswara, aged around 46 years has been associated with the Company since June 19, 2019 as Head of Operations.		
Past Remuneration received from the Company: Financial Year	2017-18	2018-19	2019-20
Salary and Perquisites	Nil	Nil	Rs. 23.12 Lakhs
Recognition or awards	The Company has no information about it.		
Job Profile and his suitability	As the Whole-time Director, Mr. Ramesh Jaiswara would be responsible for all the operations and affairs of the Company. Taking into consideration his qualification and expertise in relevant fields, the Board is of the opinion that he is suited for the responsibilities assigned to him.		
Remuneration proposed	The details of Remuneration to be paid are contained in Explanatory Statement annexed to the Notice.		
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin)	The Company has no information to offer but having regard to the versatile experience, performance and responsibility of the position held by him, the Board of Directors is of the opinion that the proposed remuneration is reasonable.		
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	<ul style="list-style-type: none"> 1) Remuneration details of Mr. Ramesh Jaiswara have been provided in Explanatory Statement. 2) Mr. Ramesh Jaiswara is not related to any member of the Promoter Group, any of it's directors or any other managerial personnel. 		

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits.

The general economic conditions during the year and depressed business conditions in the aviation industry in particular, due to COVID-19 pandemic, has impacted the overall business, denting bottom line of the Company.

2. Steps taken or proposed to be taken for improvement.

Cost reduction initiatives have been undertaken to improve the performance of the Company. Further, with general growth in Civil Aviation, it is expected that Company's profitability will improve in coming years.

3. Expected increase in productivity and profits in measurable terms.

While the Company's performance is expected to improve in future years, the future profitability cannot be predicted accurately.