

# TAAL Enterprises Limited

Reg. Office: AKR Tech Park, 3rd Floor, C Block, Sy # 112 Krishna Reddy Industrial Area,  
7th Mile Hosur Road, Singasandra, Bangalore South, Bangalore-560068, Karnataka, India  
Phone: 080-67300200, Website: [www.taalent.co.in](http://www.taalent.co.in); E-mail: [secretarial@taalent.co.in](mailto:secretarial@taalent.co.in)  
CIN: L74110KA2014PLC176836

TAAL/SEC/2025-26

August 04, 2025

Corporate Relationship Department,  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai - 400 001  
**Scrip Code: 539956**

Dear Sir / Madam,

## **Sub: Notice of the 11<sup>th</sup> Annual General Meeting**

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Notice of the 11<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Tuesday, August 26, 2025 at 12:00 p.m. IST sthrough Video Conferencing / Other Audio Visual Means.

You are requested to kindly take the same on your record.

Thanking you,

Yours faithfully,  
For **TAAL Enterprises Limited**

**Aditya Shashikant Oza**  
**Company Secretary & Compliance Officer**  
Encl: as above

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### **NOTICE OF 11<sup>TH</sup> ANNUAL GENERAL MEETING**

Dear Shareholders,

I am pleased to invite you to the 11<sup>th</sup> Annual General Meeting ("AGM") of TAAL Enterprises Limited (the "Company") scheduled to be held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") on Tuesday, August 26, 2025 at 12:00 p.m (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

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

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

**Yours faithfully,**

**For TAAL Enterprises Limited**

**SD/-**

**Aditya Shashikant Oza**  
**Company Secretary & Compliance Officer**

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**NOTICE IS HEREBY GIVEN THAT THE 11TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF TAAL ENTERPRISES LIMITED WILL BE HELD ON TUESDAY AUGUST 26, 2025 AT 12:00 P.M. IST THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS (VC/OAVM) TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS:**

#### **1. ADOPTION OF THE AUDITED STANDALONE FINANCIAL STATEMENT AS ON MARCH 31, 2025**

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

**“RESOLVED THAT** the Audited Standalone Financial Statements for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered, approved and adopted.”

#### **2. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENT AS ON MARCH 31, 2025**

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

**“RESOLVED THAT** the Audited Consolidated Financial Statements for the financial year ended March 31, 2025 and the reports of the Auditors thereon, as circulated to Members, be and are hereby considered, approved and adopted.”

#### **3. APPOINTMENT OF MR SALIL TANEJA (DIN: 00328668) AS EXECUTIVE DIRECTOR, LIABLE TO RETIRE BY ROTATION**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Salil Taneja (DIN: 00328668), Executive Director, who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

#### **4. TO APPOINT STATUTORY AUDITORS AND FIX THEIR REMUNERATION**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit committee & Board of directors of the Company, M/s. V. P. Thacker & Co., Chartered Accountants (Firm Registration No. 118696W) be and are hereby appointed as Statutory

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Auditors of the Company, to hold office for second term of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting until the conclusion of 16<sup>th</sup> Annual General Meeting of the Company to be held in the financial year 2029-2030, at such remuneration as shall be fixed by the Board of Directors, plus tax(es) as may be applicable and reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company.

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

### **SPECIAL BUSINESS:**

#### **5. APPOINTMENT OF SECRETARIAL AUDITOR**

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

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the the members of the Company be and is hereby accorded for appointment of Mr. Anuj Nema ,Practising Company Secretary (Certificate of Practice No. 20646) (Peer Review No. 2051/2022) as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing from financial Year 2025-26 till financial year 2029-30, to conduct a Secretarial Audit of the Company and to issue (i) the Secretarial Audit Report under Section 204 of the Act and (ii) the Secretarial Audit Reports under Regulation 24A(1)(a) of the Listing Regulations, at a remuneration to be determined by the Board of Directors of the Company (referred to as the Board which expression shall include any Committee thereof or person(s) authorized by the Board).

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

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

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### **6. APPOINTMENT OF MR. ANIL KUMAR SAHU (DIN: 09038050) AS AN INDEPENDENT DIRECTOR**

**To consider & if thought fit, to pass, with or without modification(s), following resolution as Special resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Anil Kumar Sahu (DIN: 09038050), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors, with effect from May 28, 2025 , and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of the Act, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for period of 5 consecutive years commencing from May 28, 2025 to May 28, 2030.

### **7. APPOINTMENT OF MR. NARAYAN VITHAL KARBHASE (DIN: 00228836) AS A NON- EXECUTIVE AND NON- INDEPENDENT DIRECTOR**

**To consider & if thought fit, to pass, with or without modification(s), following resolution as Special resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the rules made thereunder, Mr. Narayan Vithal Karbhase (DIN: 00228836) who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 28, 2025 & who holds office upto the date of this Annual General Meeting in term of the Section 161 (1) of the Act, be and is hereby appointed as a Non- Executive Director (Non- Independent) of the Company to hold office for period of 5 consecutive years commencing from 28<sup>th</sup> May, 2025 to 28<sup>th</sup> May, 2030 & who shall be liable to retire by rotation.”

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, consent of the members be and is hereby also accorded for the continuance of employment of Mr. Narayan Vithal Karbhase, who attains the age of 75 years as on October 10, 2025, as Non-Executive Director of the Company till the end of his tenure.

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### **8. TO CONSIDER AND APPROVE APPOINTMENT OF MR. SALIL TANEJA, AS MANAGING DIRECTOR OF THE COMPANY ALONG WITH OTHER TERMS AND CONDITIONS INCLUDING REMUNERATION**

**To consider & if thought fit, to pass, with or without modification(s), following resolution as special resolution**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and such other approvals and sanctions as may be required, Approval of the members be and is hereby accorded to the redesignation and appointment of Mr. Salil Taneja (DIN: 00328668) as “Chairman and Managing Director” of the Company, liable to retire by rotation, for a period of five (5) years with effect from August 5, 2025 to August 5, 2030 on such terms and conditions including remuneration and perquisites, as recommended by the Nomination and Remuneration Committee, Audit Committee and approved by the Board of Directors at their respective meetings held on August 4, 2025 with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Act or any statutory modification(s) or re-enactment thereof as mentioned hereunder and in the explanatory statement annexed to this Notice.

#### **1. Tenure:**

Mr. Salil Taneja to hold office of Managing Director of the Company for a period of 5 (five) years from August 5, 2025 to August 5, 2030.

#### **2. Remuneration:**

In terms of Schedule V to the Companies Act, 2013 (‘Act’) read together with Section 196, 197 and other applicable provisions of the Act and Rules made thereunder, and subject to the approval by the Members of the Company in Annual General Meeting and subject to other approvals, as may be required, the Managing Director shall be paid the following remuneration:

##### **A. Salary:**

The salary shall be Rs. 17,00, 000/- per month w.e.f August 5, 2025

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

In addition to the above, the Managing Director shall also be entitled to the following:

- i. Earned Leaves as per Rules of the Company.
- ii. Chauffeur driven Company maintained Car

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iii. Telephone at residence for official use.

iv. Gratuity at the rate of 15 days salary for each completed year of service subject to the provisions of Payment of Gratuity Act, 1972.

v. Encashment of leave at the end of the tenure as per the rules of the Company.

### **C. Commission:**

Mr. Salil Taneja shall also be entitled to commission not exceeding 5% of the Net Profits of the Company as per Section 198 of the Companies Act, 2013 such that the total remuneration shall not exceed 10% of the Net Profits of the Company.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, Mr. Salil Taneja shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration.

**RESOLVED FURTHER THAT** in the event of any statutory amendments, modifications or relaxation to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Salil Taneja be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.

**RESOLVED FURTHER THAT** Mr. Salil Taneja, Managing Director be and is hereby designated as Whole-time Key Managerial Personnel of the Company in terms of Section 203 of the Act.

**RESOLVED FURTHER THAT** subject to approval of the members at ensuing AGM, Mr. Salil Taneja Shall be redesignated and appointed as Chairman and Managing Director of the Company w.e.f 5<sup>th</sup> August, 2025.

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

**RESOLVED FURTHER THAT** a General Power of Attorney be issued to Mr. Salil Taneja in the capacity of Chairman and Managing Director shall stand binding on the Company and valid during his tenure of appointment and the same shall stand withdrawn upon Mr. Salil Taneja ceasing to be the Managing Director the Company.

**RESOLVED FURTHER THAT** any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required, settle any/or all questions/ matters arising with respect to the above matter including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities and to approve the execution of all such documents, instruments and writings as may be necessary in connection with

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the foregoing and to delegate all or any of its powers hereby conferred to a Committee constituted by the Board or to any of the officials or employees of the Company from time to time with power to the said Committee to further delegate its powers to any of its members or to any officials or employees of the Company.”

**By Order of the Board of Directors**

**For TAAL Enterprises Limited**

**SD/-**

**Aditya Shashikant Oza**

**Company Secretary**

**Date: August 04, 2025**

**Place: Pune**

**NOTES:**

- 1) The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020, 17/2020, 02/2021, 2/2022, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, January 13, 2021, May 5, 2022, December 28, 2022, September 09, 2023 and September 19, 2024 respectively (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ('SEBI Circulars') have permitted the holding of the Annual General Meeting by companies through video conferencing (VC) / other audio visual means (OAVM) during the calendar year 2020, 2021, 2022, 2023, 2024 upto September 30, 2025, without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circular, the 11<sup>th</sup> AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue
- 2) In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. AKR Tech Park, 3rd Floor, C Block, Sy # 112 Krishna Reddy Industrial Area, 7<sup>th</sup> Mile Hosur Road, Singasandra, Bangalore, South Bangalore-560068, Karnataka, India, which shall be the venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map for the Venue of the Meeting is not annexed in this Notice.



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- 3) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  - 4) Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
  - 5) The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 4 to 6 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 36(3) and other applicable Regulations of the Listing Regulations and Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/reappointment at the AGM is provided as annexure to the Notice. Requisite declarations have been received from Director/s for seeking appointment/re-appointment.
  - 6) Pursuant to the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.
  - 7) The members can join the 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 for 1,000 members on 'first come first serve' basis. This will not include large Shareholders (Shareholders holding 2% or more Equity Shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - 8) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM and the Annual Report for F.Y. 2024-25 has been uploaded on the website of the Company at [www.taalent.co.in](http://www.taalent.co.in). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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- 9) Members holding shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agents, M/s. MUFG Intime India Private Limited at [pune@in.mpms.mufg.com](mailto:pune@in.mpms.mufg.com) for consolidation into a single folio. Members holding shares in Dematerialized form are also requested to consolidate their shareholding.
- 10) In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 11) The documents referred to in the notice of the AGM are available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [secretarial@taalent.co.in](mailto:secretarial@taalent.co.in) by **August 19, 2025**.
- 12) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as on the Cut-off date i.e **August 19, 2025**, may obtain the log in ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at [secretarial@taalent.co.in](mailto:secretarial@taalent.co.in) or at [pune@in.mpms.mufg.com](mailto:pune@in.mpms.mufg.com)
- 13) Mr. Anuj Nema, Practicing Company Secretary has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Scrutinizer shall submit, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Company Secretary or the Chairperson. The Company Secretary shall declare the results of the voting forthwith and the same shall be placed on the website of the Company i.e., [www.taalent.co.in](http://www.taalent.co.in) in the results shall also be immediately submitted to the Bombay Stock Exchange (BSE).
- 14) The Company's Registrar and Transfer Agents for its Share Registry work (physical and electronic) are M/s. MUFG Intime India Private Limited. (Block No. 202, 2nd floor, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road, Pune - 411001).
- 15) The recorded transcript of the AGM shall be maintained by the Company and also be made available on the website of the Company [www.taalent.co.in](http://www.taalent.co.in), in the investor relations section, after the conclusion of the meeting at the earliest

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

The remote e-voting period begins on Thursday, August 21, 2025 at 09:00 A.M. and ends on Monday, August 25, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e., Tuesday, August 19, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, August 19, 2025.

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### 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 and joining virtual meeting for Individual shareholders holding securities in demat mode





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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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</p>

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	<p>wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email</p>

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	as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

**How to Log-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.

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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:

<i>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</i>	<i>Your User ID is:</i>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits

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of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto: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, Home page of e-Voting will open.

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

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

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



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### **General Guidelines for shareholders**

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [secretarial@taalent.co.in](mailto:secretarial@taalent.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([secretarial@taalent.co.in](mailto:secretarial@taalent.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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

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

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ([secretarial@taalent.co.in](mailto:secretarial@taalent.co.in)). The same will be replied by the company suitably.

### SPEAKER REGISTRATION

1. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request at [secretarial@taalent.co.in](mailto:secretarial@taalent.co.in) from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number on or before **August 19, 2025 (5:00 P.M. IST)**. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.

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4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
  5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
  6. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

### **IMPORTANT COMMUNICATION TO MEMBERS**

Pursuant to the provisions of the Companies Act, 2013, the 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 and avoid loss in postal transit. The members can also download these documents from Company's website i.e. [www.taalent.co.in](http://www.taalent.co.in) To support this "Green Initiative" in full measure, members who have not registered/ updated their email addresses so far, are requested to register/ update their e-mail addresses by sending e-mail to [pune@in.mpms.mufg.com](mailto:pune@in.mpms.mufg.com) with subject as 'E-mail for Green Initiative' mentioning their Folio No./ Client ID. Members holding shares in Demat form may register/ update their e-mail addresses with the Depository through their concerned Depository Participant(s).

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

#### **ITEM NO. 4**

The First term of 5 consecutive year term of the existing statutory auditors of the Company viz. M/s. V. P. Thacker & Co., Chartered Accountants (Firm Registration No. 118696W), will complete at this Annual General Meeting ("AGM"). The Board at its meeting held on August 04, 2025, on recommendation of the Audit Committee, has recommended the appointment of M/s. V. P. Thacker & Co., Chartered Accountants (Firm Registration No. 118696W) as Statutory Auditors of the Company for a Second term of 5 (Five) consecutive years from conclusion of this AGM till the conclusion of 16th AGM, subject to the approval of members of the Company, at a remuneration of Rs. 9,00,000/- (Rupees Nine Lakhs Only) for F.Y 2025-26, excluding taxes and reimbursement of expenses at actuals. The remuneration payable to M/s. V. P. Thacker & Co., Chartered Accountants, Statutory Auditors for the subsequent years of its term including the terms of appointment shall be decided mutually by the Board of directors and the Auditors upon the recommendations of the Audit Committee.

M/s. V. P. Thacker & Co. is a Chartered Accountant firm registered with The Institute of Chartered Accountants of India ("ICAI") with Firm Registration No. FRN 118696W and is a peer reviewed audit firm. The firm was established in 1999 and is led by 8 partners. The firm provides a range of services which include audit & assurance, taxation, advisory & accounting. The firm has significant presence in providing auditing, taxation & advisory services, Corporate Finance Advisory, Risk Advisory to manufacturing/trading, service, banking and NBFC, etc including business services globally.

The Audit Committee considered various parameters viz. capability to serve a diverse and complex business landscape like that of the Company, audit experience in the Company's operating segments, technical knowledge etc., and found V. P. Thacker & Co to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

As per the provisions of the Companies Act, 2013 ("Act"), M/s. V. P. Thacker & Co. has given consent to act as the Statutory Auditors of the Company and confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as Statutory Auditors in terms of Section 139 and 141 of the Act. The Board recommends the resolution at item no. 4 for approval of the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnels of the Company/ their relatives are concerned/ interested in this Resolution.

#### **Item No. 5**

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

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

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

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

In view of the aforesaid, basis recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on May 28, 2025, recommended the appointment of Mr. Anuj Nema, Practicing Company Secretary (Certificate of Practice No. 20646) (Peer Review No. 2051/2022), as the Secretarial Auditor of the Company, for a period of five (5) consecutive financial years commencing from FY 2025-26 to the FY 2029-30, to undertake Secretarial Audit of the Company and to issue the Secretarial Audit Report for the aforesaid period.

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

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

In view of his qualifications and experience in undertaking Secretarial Audit, it is proposed to appoint Mr. Nema as Secretarial Auditor of the Company. The Board of Directors approved a remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) (excluding out of pocket expenses, if any, and applicable service tax) for the FY 2025-26. The remuneration payable to Mr. Anuj Nema for the subsequent years of his term shall be fixed by the Board of Directors of the Company based on recommendation of the Audit Committee, in consultation with Mr. Nema.

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### **ITEM NO. 6**

The Board of Directors of the Company, at its meeting held on May 28, 2025, Pursuant to Section 149, 152 & 161 read with Schedule IV of the Companies Act, 2013 ('the Act') and other applicable provisions & on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Anil Kumar Sahu (DIN: 09038050) as an Additional Director of the Company in the category of Independent Director for period of 5 consecutive years w.e.f 28<sup>th</sup> May, 2025, not liable to retire by rotation, subject to consent of the Members of the Company at the ensuing AGM.

As an Additional Director, Mr. Sahu holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received necessary declaration(s) from Mr. Sahu confirming that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ("Act") and the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

He is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director of the Company.

Mr. Anil Sahu has done a Master's In Management Studies, Utkal University, Odisha – 1994 and Diploma in Computer Science. He has more than 30 years of rich experience in business development, strategic partnership, establishing new businesses, international marketing.

He has worked with various manufacturers in the past producing LSAW / HSAW Pipe, Seamless Pipes, ERW Pipes. He was heading international marketing team with major manufacturers viz. Welspun Corp. / MAN Industries / ISMT Ltd. Worked as CEO for Teras Piping Solutions to establish new business venture at UAE vide Teras Piping Solutions.

In the opinion of the Board, Mr. Sahu fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management.

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

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

Save and except Mr. Anil Kumar Sahu and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7.

## **TAAL Enterprises Limited**

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The Board of Directors accordingly recommends the appointment and remuneration of Mr. Anil Sahu as Non-Executive Director as set out at Item No. 6 of the Notice for the approval of the Shareholders/Members as a Special Resolution.

### **ITEM NO. 7**

The Board of Directors of the Company, at its meeting held on May 28, 2025, Pursuant to Section 149, 152 & 161 of the Companies Act, 2013 ('the Act') and other applicable provisions & on the recommendation of the Nomination and Remuneration Committee and in order to get more balanced composition of Board of Directors post-merger of the Company with its wholly owned subsidiary and to get additional expert advice, and mentorship to the Company's management, approved the appointment of Narayan Vitthal Karbhase (DIN: 00228836) as an Additional Director of the Company in the category of Non- Executive Director, liable to retire by rotation, for a period of five (5) years with effect from May 28, 2025, subject to the approval of Shareholders/Members.

Mr. N V Karbhase is a Member of the Institute of Company Secretaries of India and M. Com graduate. He has worked in various industries like sugar, heavy, engineering, auto components, steel, tube industry and NBFC & have more than 45 years of diversified experience in the areas of finance, taxation, SEBI, FEMA and corporate laws, corporate finance and corporate restructuring.

Considering the enormous diversified experience of Mr. Karbhase, the Board recommends his appointment as a Non-Executive Director for a term of 5 year.

Mr. Karbhase in the capacity of Non-Executive Director, will be entitled for sitting fees, subject to the overall limits prescribed under the provision of the Companies Act and SEBI Listing Regulations.

Mr. Narayan Vitthal Karbhase, who will be attaining the age of 75 years as on October 10, 2025, as Non-Executive Director of the Company, The approval of members of the Company is also required to allow him to hold the office of Director post appointment till end of his tenure once he attains the age of 75 years pursuant to Regulation 17(1A) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Accordingly, Shareholders approval is sought for appointment of Mr. Narayan Vitthal Karbhase, Non-Executive Director for the period of 5 years w.e.f May 28, 2025.

Mr. Karbhase is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent for the said appointment.

Save and except Mr. Karbhase and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7.

The Board of Directors accordingly recommends the appointment and remuneration of Mr Narayan Vitthal Karbhase as Non-Executive Director as set out at Item No. 7 of the Notice for the approval of the Shareholders/Members as a Special Resolution.

# TAAL Enterprises Limited

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## ITEM NO. 8

Mr. Salil Taneja was appointed as the whole-time director of the Company in its 8<sup>th</sup> Annual General Meeting to hold office upto September 30, 2025. However, considering Company's amalgamation order issued by NCLT on May 21, 2025 with its wholly owned subsidiary TAAL Tech India Pvt Ltd, the Nomination and Remuneration Committee, Audit committee and the Board has recommended to change his designation and appoint him as a Chairman and Managing Director of TAAL Enterprises Limited in their respective meetings held on August 04, 2025 on below mentioned terms and conditions:

### 1. Tenure:

Mr. Salil Taneja to hold office of Managing Director of the Company for a period of 5 (five) years with effect from August 05, 2025 to August 05, 2030.

### 2. Remuneration:

In terms of Schedule V to the Companies Act, 2013 ('Act') read together with Section 196, 197 and other applicable provisions of the Act and Rules made thereunder, and subject to the approval by the Members of the Company in Annual General Meeting and subject to other approvals, as may be required, the Managing Director shall be paid the following remuneration:

#### A. Salary:

The salary shall be Rs. 17,00, 000/- per month w.e.f August 05, 2025

#### B. Perquisites and other benefits:

In addition to the above, the Managing Director shall also be entitled to the following:

- i. Earned Leaves as per Rules of the Company.
- ii. Chauffeur driven Company maintained Car
- iii. Telephone at residence for official use.
- iv. Gratuity at the rate of 15 days salary for each completed year of service subject to the provisions of Payment of Gratuity Act, 1972.
- v. Encashment of leave at the end of the tenure as per the rules of the Company.

#### C. Commission:

Mr. Salil Taneja shall also be entitled to commission not exceeding 5% of the Net Profits of the Company as per Section 198 of the Companies Act, 2013 such that the total remuneration shall not exceed 10% of the Net Profits of the Company.

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

Salil Taneja aged 58 is currently Whole Time Director and Promoter of the TAAL Enterprises Limited. He is graduate in B.Sc in Mechanical Engineering from Case Western Reserve University, Ohio and a Master's in Public and Private Management from Yale University.

He has more than 25 years of work experience in industry and corporate management. He was earlier a Whole Time Director of Taneja Aerospace and Aviation Limited and the CEO of ISMT Limited. Prior to amalgamation of TAAL Tech India Pvt Ltd he was also the Managing Director of TAAL Tech India Pvt. Ltd. & currently Director at Taneja Aerospace and Aviation Limited.

Mr. Salil Taneja's expertise and skills are imminently needed for achieving the global business plans of the Company and his appointment as Managing Director would augur well for the future growth of the Company.

Subject to approval of the members to the said resolution given under item no. 8, Mr. Salil Taneja will be redesignated and appointed as Chairman and Managing Director of the Company w.e.f 5<sup>th</sup> August, 2025.

Whenever re-elected as Director, on account of retirement by rotation, such re-election of Mr. Salil Taneja as Director shall not be deemed to constitute a break in his appointment as a Managing Director and that upon re-election, he shall continue to hold the office of Managing Director as hitherto

Save and except Mr. Salil Taneja and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8.

The Board of Directors accordingly recommends the change in designation and approval of other of terms and conditions of Mr. Salil Taneja as set out at Item No. 8 of the Notice for the approval of the Shareholders/Members as a Special Resolution.



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

Name of Director	Mr. Salil Taneja	Mr. Anil Kumar Sahu	Mr. Narayan Vitthal Karbhase
Age	58 years	55 years	74 years
Qualification	B. Sc. in Mechanical Engg. from Case Western Reserve University, Ohio, USA and Masters in Business Management specialised in finance and marketing from Yale University, USA.	Master's In Management Studies, Utkal University, Odisha – 1994 and Diploma in Computer Science.	Company Secretary and M. Com graduate.
Date of Re-appointment/ Appointment	Date of re-appointment as Whole time Director: May 30, 2022	Date of appointment as Additional director: May 28, 2025	Date of appointment as Additional director: May 28, 2025
Category	Executive Director	Independent Director	Non – Executive Director
Experience and Expertise in specific functional Area	He has more than 25 years of work experience in industry and corporate management. He was earlier a Whole Time Director of Taneja Aerospace and Aviation Limited and the CEO of ISMT Limited. Prior to amalgamation of TAAL Tech India Pvt Ltd he was also the Managing Director of TAAL Tech India Pvt. Ltd. & is currently Director at Taneja Aerospace and Aviation Limited.	Mr. Anil Sahu has more than 30 years of rich experience in business development, strategic partnership, establishing new businesses, international marketing. He has worked with various manufacturers in the past producing LSAW / HSAW Pipe, Seamless Pipes, ERW Pipes. He was heading international marketing team with major manufacturers viz. Welspun Corp. / MAN Industries / ISMT Ltd. Worked as CEO for Teras Piping Solutions to establish new business venture at UAE vide Teras Piping Solutions.	Mr. N V Karbhase is a Member of the Institute of Company Secretaries of India and M. Com graduate. He has worked in various industries like sugar, heavy, engineering, auto components, steel, tube industry and NBFC & have more than 45 years of diversified experience in the areas of finance, taxation, SEBI, FEMA and corporate laws, corporate finance and corporate restructuring.

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<b>Disclosure of inter-se relationships between directors and KMPs.</b>	None	None	None
<b>Equity Shareholding of Directors as on March 31, 2025</b>	1237	Nil	Nil
<b>Listed entities (other than The TAAL Enterprises Ltd) in which Directors holds directorship and committee membership</b>	Taneja Aerospace & Aviation Ltd.  Corporate Social Responsibility Committee: Member	Nil	Nil
<b>Listed entities from which the person has resigned in the past three years</b>	Nil	Nil	Nil
<b>Key terms and conditions of appointment</b>	Liable to retire by rotation & other terms and conditions as mentioned in Item no. 8 of Notice and explanatory statement	Not liable to retire by rotation & other terms and conditions as mentioned in Item no. 6 of Notice and explanatory statement	Liable to retire by rotation & other terms and conditions as mentioned in Item no. 7 of Notice and explanatory statement
<b>No. of Board Meetings attended in (FY 2024-25)</b>	4	N.A	N.A

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### DETAILED PROFILE OF THE AUDITOR'S SEEKING APPOINTMENT/RE-APPOINTMENT IS AS UNDER:

Sr. No.	Particulars	Statutory Auditor's	Secretarial Auditor's
1.	Name of Auditor	M/s. V. P. Thacker & Co. is a Chartered Accountant	Mr. Anuj Nema, Practicing Company Secretary
2.	Reason for Change viz. appointment, re - appointment, resignation, removal, death or otherwise;	Appointment of M/s. V. P. Thacker & Co., Chartered Accountant as Statutory Auditor of the Company for the Second term of 5 consecutive years.	Appointment of Mr. Anuj Nema as Secretarial Auditor of the Company for a term of 5 consecutive years.
3.	Date and term of Appointment	For a second term of 5 consecutive years from the conclusion of ensuing 11 <sup>th</sup> AGM, from F.Y 2025-26 to F.Y 2029-30	For a period of 5 consecutive years from the conclusion of ensuing 11 <sup>th</sup> AGM, from F.Y 2025-26 to F.Y 2029-30
4.	Brief Profile	M/s. V. P. Thacker & Co. is a Chartered Accountant firm registered with The Institute of Chartered Accountants of India ("ICAI") with Firm Registration No. FRN 118696W and is a peer reviewed audit firm. The firm was established in 1999 and is led by 8 partners. The firm provides a range of services which include audit & assurance, taxation, advisory & accounting. The firm has significant presence in providing auditing, taxation & advisory services, Corporate Finance Advisory, Risk Advisory to manufacturing/trading, service, banking and NBFC, etc including business services globally.	Mr. Anuj Nema, is a qualified Company Secretary (Membership No. 39389, Certificate of Practice No. 20646) having core expertise in Corporate Laws and matters relating to Securities and Exchange Board of India. He has an experience of more than 10 years in corporate and whole-time practice. He has been dealing in providing professional and consultancy services in the field of corporate laws, securities laws and other allied laws. Other integrated services offered to the clients are Incorporation, Secretarial Audit, NCLT documentations, Due Diligence, Certification, XBRL filings, Scrutinizer Services, MSME & GST Compliances.