

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; E-mail: secretarial@taalent.co.in
CIN: L74110KA2014PLC176836

POSTAL BALLOT NOTICE

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

Dear Member(s),

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

As per the MCA Circulars, the Company is sending Postal Ballot Notice (“**Notice**”) only by email to its members who have registered their email address as on Friday, September 05, 2025 (“**Cut-Off Date**”) with the Company/registrar and share transfer agent or depository(ies) / depository participants and the communication of assent /dissent of the shareholders on the resolution proposed in the Notice will only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution, setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Anuj Nema, Practicing Company Secretary as the scrutinizer to conduct the Postal Ballot through remote e-voting in a fair and transparent manner. The remote voting period commences from Thursday, September 11, 2025, at 9:00 a.m. (IST) and shall end on Saturday, October 11, 2025, at 5:00 p.m. (IST). The details of the procedure to cast the votes through remote e-voting form part of the notes to this Notice.

The voting results along with the scrutinizer’s report would be intimated to BSE Limited (“**BSE**”), where the Equity Shares of the Company are listed. The same will also be uploaded on the Company’s website i.e. www.taalent.co.in.

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SPECIAL BUSINESS:

ITEM NO. 1

Approval for change of name of the Company from “TAAL Enterprises Limited” to “TAAL Tech Limited” and the consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company:

To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section(s) 4, 5, 9, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**), read with Rule 29 of the Companies (Incorporation) Rules, 2014 and such other rules framed thereunder (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s), rule(s) or guideline(s), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), and subject to the approval(s)/consent(s) or permission(s) of Ministry of Corporate Affairs, Bombay Stock Exchange and any other regulatory and statutory authorities, as may be required/applicable, consent of the shareholders of the Company be and is hereby accorded to change the name of the Company from “TAAL ENTERPRISES LIMITED” to **“TAAL TECH LIMITED”**.

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent to change of name, the old name “TAAL Enterprises Limited” as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents/records including but not limited to the licenses, certificates, agreements and contracts etc. entered into by the Company and at all other places wherever appearing be substituted with the new name **“TAAL Tech Limited.”**

RESOLVED FURTHER THAT the Board of Directors of the Company, the Company Secretary or any officer of the Company duly authorized by any of the Directors be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem proper, necessary, or expedient, including preparing, signing, executing and filings necessary applications, forms, returns, papers, documents and furnish information as may be considered necessary or expedient including appointing attorney(ies) or authorised representative(s) under appropriate Letter(s) of Authority(ies), to appear before the office of the Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchange where securities of the Company are listed and any other Regulatory or Statutory Authority(ies), as may be required from time to time, obtaining NOCs from the required entities, and to settle and finalise all issues that may arise in this regard in order to give effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

By Order of the Board of Directors

For TAAL Enterprises Limited

Sd/-

Aditya Shashikant Oza

Company Secretary

M. No. A75104

Date: September 10, 2025

Place: Pune

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NOTES:

1. The explanatory statement pursuant to Section 102 and Section 110 of the Act read together with Rule 20 and 22 of the Rules and other applicable laws setting out material facts and other relevant information is annexed hereto and forms part of the Notice.
2. In accordance with the provisions of the Act, MCA Circulars and other provisions of the applicable law(s), Notice is being sent in electronic form only by email to those members whose names appear in the register of members/ register of beneficial owners as received from depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Cut-Off Date and who have registered their email address with the Company/RTA or depository(ies) / depository participant(s) ("DPs") in accordance with the process outlined in this Notice.
3. Only those members whose names are appearing in the register of members / register of beneficial owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot. A person who is not a member on the Cut-Off Date should treat this Notice for information purposes only. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. It is however, clarified that all members of the Company as on the Cut-Off Date (including those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ depositories/DPs) shall be entitled to vote in relation to the resolutions in accordance with the process specified in this Notice in Note No. 15.
4. Members holding shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agents, M/s. MUFG Intime India Private Limited at pune@in.mpms.mufg.com for consolidation into a single folio. Members holding shares in Dematerialized form are also requested to consolidate their shareholding. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, as amended, read together with the Rule 20 and 22 of the Rules and Regulation 44 of the Listing Regulations, SS-2, MCA Circulars, the Company is pleased to offer remote e-voting facility to its members. The Company has appointed National Securities Depository Limited ("NSDL") for facilitating remote e-voting through electronic means, as the authorized agency, to enable the members to cast their votes electronically. In accordance with the MCA Circulars, physical copy of the Notice along with postal ballot form and pre-paid business reply envelope will not be sent to the members for this postal ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
6. Notice is also placed on the website of the Company i.e. www.taalent.co.in and the website of NSDL i.e. www.evoting.nsdl.com, and shall also be available on the websites of the Stock Exchanges on which the shares of the Company are listed i.e. BSE (www.bseindia.com). Any member seeking a copy of this Notice may also write to us at secretarial@taalent.co.in
7. Remote e-voting period shall commence from Thursday, September 11, 2025, at 9:00 a.m. (IST) and shall end on Saturday, October 11, 2025, at 5:00 p.m. (IST). The said remote e-voting module shall be disabled for voting immediately thereafter. During this period, the members of the Company holding shares in physical or electronic form, as on the Cut-Off Date may cast their vote by electronic means in the manner and process as mentioned

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in Note No. 15 of this Notice. Once the vote on the resolutions is cast by the member, the member shall not be allowed to change it subsequently.

8. Mr. Anuj Nema, Practicing Company Secretary has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
9. The Scrutinizer shall submit, not later than two working days of the conclusion of the 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 in the results shall also be immediately submitted to the Bombay Stock Exchange (BSE).
10. The Scrutinizer will submit his report to the to the Company Secretary or the Chairperson of the Company, or any other person authorised by Chairman, after completion of the scrutiny of the remote e-voting, on or before Tuesday, October 14, 2025. The Scrutinizer's decision on the validity of votes cast will be final. The result of the Postal Ballot along with the Scrutinizer's Report will also be placed on the Company's website i.e. www.taalent.co.in and shall be simultaneously communicated to the Stock Exchanges where the Company's Equity Shares are listed i.e to the Bombay Stock Exchange (BSE). The result of the Postal Ballot will also be displayed at the registered office of the Company.
11. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if the same have been passed at a general meeting of the members convened on that behalf. The resolutions, if approved by the requisite votes of shareholders by means of postal ballot, shall be deemed to have been passed on the last date of voting, i.e. Saturday, October 11, 2025.
12. 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).
13. The vote in this postal ballot can't be exercised through proxy.
14. Members desirous of inspecting the documents referred to in the Notice or explanatory statement may send their requests to secretarial@taalent.co.in from their registered email address mentioning their names, folio numbers, DP ID and Client ID.
15. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

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

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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. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>4. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p>

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	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a *Verification Code as shown on the screen*.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

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

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

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

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

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

c) How to retrieve your 'initial password'?

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

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

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

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

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

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to anuj_nema@hotmail.com with a copy marked to 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to # (Mr. Sanjeev Yadav) at 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.
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). 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.**

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3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
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.

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 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. 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 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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Phone: 080-67300200, Website: www.taalent.co.in; E-mail: secretarial@taalent.co.in
CIN: L74110KA2014PLC176836

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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

ITEM NO. 1

Approval for change of name of the Company from "TAAL Enterprises Limited" to "TAAL Tech Limited" and the consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company:

Pursuant to Hon'ble National Company Law Tribunal ("NCLT"), Bengaluru Bench, vide its order dated May 21st, 2025 sanctioned the Scheme of Amalgamation of TAAL Tech India Private Limited (Transferor Company) with the TAAL Enterprises Limited (Transferee Company).

In order to take advantage of the existing brand positioning of the "TAAL Tech" name in the marketplace and particularly within the existing customer base, the Board of Directors on 04th August, 2025, have proposed to change the name of the Company from "TAAL Enterprises Limited" to "TAAL Tech Limited". This is subject to approvals, consents, sanctions and permissions of the Ministry of Corporate Affairs, the Members of the Company, the Stock Exchanges and other relevant Statutory and Regulatory authorities, as may be required.

The Registrar of the Companies has approved the availability of the name i.e. TAAL Tech Limited vide its approval letter dated August 19, 2025.

The directors hereby declare and confirm that Company will continue with its existing activities of business as mentioned in the Object clause of the Memorandum of Association of Company i.e. Engineering Design services and other allied activities and no new activity consequent to the name change of Company is intended. The proposed change of name of the Company as aforesaid does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company or of the members/ stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

Certificate obtained from M/s V. P. Thacker & Co., Chartered Accountants, (Firm Registration No. 118696W) dated September 05, 2025 in terms of Regulation 45(3) of SEBI Listing Regulations stating compliance of conditions as provided under Regulation 45(1) of SEBI Listing Regulations is annexed hereto and forms part of this notice and explanatory statement thereon.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder; to give effect to the change in name of the Company and consequential alteration in the Memorandum and the Articles of Association of the Company it is necessary to obtain approval of the members by way of passing a Special Resolution. However, the said change in the name of the Company will be effective post receipt of approval from the Ministry of Corporate Affairs, Stock Exchange and/ or other regulatory authority(ies) and upon receipt of fresh Certificate of Incorporation in the new name of the Company i.e. "TAAL Tech Limited"

Subsequently, post receipt of fresh certificate of incorporation, the name "TAAL Enterprises Limited" as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places would have to be substituted with the new name i.e. "TAAL Tech Limited".

TAAL Enterprises Limited

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It is proposed to authorise the Board of Directors, the Company Secretary or any officer of the Company duly authorised by any of the Directors/ Company Secretary to complete all the regulatory formalities as prescribed by the Ministry of Corporate Affairs (MCA), Securities and Exchange Board of India (SEBI), Stock Exchange and/ or any other regulatory or statutory authority(ies) in connection with the change in name of the Company.

None of the Directors or Key Managerial Personnel of the Company or its respective relatives are concerned or interested financially or otherwise in the proposed resolution.

The Board considers that the proposed Special Resolution is in the interest of the Company and recommends the same as Special Resolution for the approval of members.

V. P. Thacker & Co.

Chartered Accountants

402 Embassy Centre,
Nariman Point,
Mumbai 400 021 INDIA
(22) 6631 1480 Main
(22) 6631 1474 Fax
vptco@vptco.in

The Board of Directors
TAAL Enterprises Limited
AKR Tech Park, 3rd Floor, C Block,
Sy # 112 Krishna Reddy Industrial Area,
7th Mile Hosur Road,
Bangalore, Karnataka, India, 560068

Sub: Certificate of compliance of provisions of Regulation 45 (1) of SEBI (LODR) Regulations, 2015 for the proposed change of name of TAAL Enterprises Limited

We, the Statutory Auditors of TAAL ENTERPRISES LIMITED (hereinafter referred to as "the Company"), have been requested by the Company to issue a certificate of compliance with the conditions of Sub-Regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for proposed change of Company's name from TAAL ENTERPRISES LIMITED to TAAL TECH LIMITED.

Management's Responsibility for the Certificate

The preparation and presentation of the relevant records, financial information, and other documentation in connection with the requirement of provision of Regulation 45(1) and (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of Company's name from TAAL ENTERPRISES LIMITED to TAAL TECH LIMITED are the responsibility of the management of the Company.

The management is responsible for the accuracy and completeness of the information and explanations provided to us, and for ensuring that all relevant facts have been disclosed to us in connection with the issuance of this certificate.

Auditor's Responsibility

Our responsibility is to provide a certificate, on the basis of the information and records produced before us and the explanations provided to us by the management, of compliance with the following conditions of Sub-regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of Company's name from TAAL ENTERPRISES LIMITED to TAAL TECH LIMITED;

- a) time period of at least one year has elapsed from the last name change that was occurred in the year;
- b) At least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name; and
- c) the amount invested in the new activity/ project is at least fifty percent, of the assets of the listed entity.



V. P. Thacker & Co.

We conducted our examination of the documents in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by Institute of Chartered Accountants of India ('ICAI') and Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as is applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

Based on our examination and according to the information and explanation given to us, pursuant to the requirement of provisions of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we do hereby confirm that:

Sr.	Condition	Compliance
a.	Time period of at least one year has elapsed from the last name change that was occurred in the year:	The Company has not changed its name since at least one year.
b.	At least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name.	Since Taal Tech India Private Limited has merged with Taal Enterprises Limited, the condition has been complied.
c.	The amount invested in the new activity/project is at least fifty percent, of the assets of the listed entity.	Since Taal Tech India Private Limited has merged with Taal Enterprises Limited, the condition has been complied.



V. P. Thacker & Co.

Restriction on Use

This certificate is issued pursuant to requirement of Regulation 45(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. Accordingly, V. P. Thacker & Co. shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment.

Thanking you,
Yours Faithfully,

For V. P. Thacker & Co.

Chartered Accountants

Registration No.: 118696W



Abuali Darukhanawala

Designated Partner

Membership No.: 108053

UDIN: 25108053BMIQDD2812

Date: 05th September, 2025

Place: Mumbai