

# TAAL Enterprises Limited

Reg. Office: 2nd Floor, MMPDA Towers, 184, Royapettah High Road, Chennai - 600014  
Phone: +91-44 4350 8393, Website: [www.taalent.co.in](http://www.taalent.co.in); E-mail: [secretarial@taalent.co.in](mailto:secretarial@taalent.co.in)  
CIN: L62200TN2014PLC096373

TEL/SEC/22-23

November 01, 2022

To,  
Corporate Relationship Department  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai-400001  
**Scrip Code: 539956**

Dear Sirs,

**Sub.: Postal Ballot Notice Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

Pursuant to the provisions of Regulation 30 of the SEBI ("**Listing Regulations**"), please find attached herewith Postal Ballot Notice we enclose herewith a copy of the Postal Ballot Notice seeking approval of shareholders in respect of following resolutions:

1. Approval for amendment to the Objects Clause of the Memorandum of Association of the Company
2. Approval for shifting of the registered office of the Company from the State of Tamil Nadu to the State of Karnataka

In compliance with General Circular No. 14/2020 dated April 8, 2020, 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 and General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as ("MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), for seeking approval of the members of Taal Enterprises Limited ("the Company") through Postal Ballot by voting through electronic means ("Remote e-voting") only.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facility to the Members of the Company through their website at <https://www.evoting.nsdl.com>.

The remote e-voting period commences from **9.00 AM (IST) on Wednesday, November 2, 2022, and ends at 5.00 PM (IST) on Thursday, December 1, 2022.**

The results of the postal ballot e-voting along with the Scrutinizer's Report shall be announced within 2 working days from the closure of the e-voting platform and the same shall be intimated to BSE Limited and shall also be uploaded on the Company's website at [www.taalent.co.in](http://www.taalent.co.in) and on the NSDL's website at <https://www.evoting.nsdl.com>.

## **TAAL Enterprises Limited**

Reg. Office: 2nd Floor, MMPDA Towers, 184, Royapettah High Road, Chennai - 600014  
Phone: +91-44 4350 8393, Website: [www.taalent.co.in](http://www.taalent.co.in); E-mail: [secretarial@taalent.co.in](mailto:secretarial@taalent.co.in)  
CIN: L62200TN2014PLC096373

The Postal Ballot notice will also be available on the website of the Company, at [www.taalent.co.in](http://www.taalent.co.in).

Kindly take the same on your record and oblige.

Thanking you,

Yours Faithfully,

*For* **TAAL Enterprises Limited**

Himanshu Choradiya

**Company Secretary**

Encl.: As above

**TAAL ENTERPRISES LIMITED**  
**CIN: L62200TN2014PLC096373**

Regd. Off.: 2<sup>nd</sup> Floor, MMPDA Towers 184, Royapettah High Road, Chennai – 600014  
Phone: +91-44 4350 8393|Website: [www.taalent.co.in](http://www.taalent.co.in)|Email: [secretarial@taalent.co.in](mailto:secretarial@taalent.co.in)

---

**NOTICE OF POSTAL BALLOT**

*[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]*

Dear Member(s),

**NOTICE** is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time (including any statutory modification or re-enactment thereof for the time being in force), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, 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 and General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as (“MCA Circulars”) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), for seeking approval of the members of Taal Enterprises Limited (“the Company”) through Postal Ballot by voting through electronic means (“Remote e-voting”) only for the following resolutions set out hereinafter.

1. Approval for amendment to the Objects Clause of the Memorandum of Association of the Company
2. Approval for shifting of the registered office of the Company from the State of Tamil Nadu to the State of Karnataka

A statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolutions set out in Item Nos. 1 & 2 of the Notice setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. This Postal Ballot Notice is also being placed on the website of the Company [www.taalent.co.in](http://www.taalent.co.in).

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

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

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at its meeting held on October 18, 2022, has appointed Mr. M. D. Selvaraj, (FCS: 960 and CP No.: 411), M/s. MDS & Associates, Practising Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and for ascertaining the requisite majority.

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

The remote e-voting period commences from 9.00 AM (IST) on Wednesday, November 2, 2022, and ends at 5.00 PM (IST) on Thursday, December 1, 2022. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via remote e-voting by not later than **5.00 PM (IST) on Thursday, December 1, 2022.**

**TAAL ENTERPRISES LIMITED**  
**CIN: L62200TN2014PLC096373**

Regd. Off.: 2<sup>nd</sup> Floor, MMPDA Towers 184, Royapettah High Road, Chennai – 600014  
Phone: +91-44 4350 8393|Website: [www.taalent.co.in](http://www.taalent.co.in)|Email: [secretarial@taalent.co.in](mailto:secretarial@taalent.co.in)

The Scrutinizer shall submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within 2 working days from the closure of the e-voting platform.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.taalent.co.in](http://www.taalent.co.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In the event, the resolutions as set out under Item Nos. 1 & 2 below is assented by the requisite majority of the members by means of Postal Ballot process, Item Nos. 1 & 2 shall be deemed to have been duly passed as Special Resolutions at the General Meeting of the Company and it shall be deemed to have been passed on **Thursday, December 1, 2022**, being the last date specified by the Company for e-voting.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot/ remote e-voting:

**SPECIAL BUSINESS:**

**ITEM NO. 1:**

**Approval for amendment to the Objects Clause of the Memorandum of Association of the Company**

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

**RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof for the time being in force) and subject to necessary approvals, consents, permissions, sanctions, if any, as may be required in this regard from the Registrar of Companies or such other appropriate authorities, the consent of the members of the Company be and is hereby accorded to amend Clause 3<sup>rd</sup> – Objects Clause of the Memorandum of Association, in the following manner: -

The existing sub-clauses 1 to 4 of Part (a) of Clause 3<sup>rd</sup> of the Memorandum of Association shall stand deleted and the following new sub-clauses numbered 1 to 8 be inserted:

1. To assemble, manufacture, test, install, integrate, distribute, sell, deal, export, import, trade, maintain, convert, improve, repair, service, process, research, develop all types of computers, avionics, electronic systems, software, middleware, firmware and programs of all kinds and ancillary products including their components and accessories, assemblies, apparatus, spares and also including their raw materials.
2. To develop, design, improve, test, integrate, market, buy, sell, import, export, lease, loan and support and otherwise deal in software, firmware and computer programs of whatever description and systems incorporating and/ or utilizing all or any of such software, firmware and computer programs.
3. To provide e-commerce solutions, e-business, security solutions, virtual private network, network and network enabled services, internet service providers (ISP), intranet solutions, EDI solutions, leased lines and microwave solutions, hosting, warehousing, storing, forwarding and online information services and to develop, host, design, maintain, create program, service all types of website, portals and to provide facilities of advertising and publishing on the web and to provide the consultancy in the field of software, internet, e-commerce and management and provide services in the field of net banking, internet backbone services, content management, on line database management, supply chain management consultancy, consulting, web strategy development, systems integration, digital signature solutions, certification and to do all such other activities and business relating to software and web in India and abroad.

**TAAL ENTERPRISES LIMITED**  
**CIN: L62200TN2014PLC096373**

Regd. Off.: 2<sup>nd</sup> Floor, MMPDA Towers 184, Royapettah High Road, Chennai – 600014  
Phone: +91-44 4350 8393|Website: [www.taalent.co.in](http://www.taalent.co.in)|Email: [secretarial@taalent.co.in](mailto:secretarial@taalent.co.in)

---

4. To manufacture, establish, provide, assemble, integrate, undertake, design, research, develop, improve, process, make, prepare, carry, plan, maintain, service, import, export all kinds of innovative technological and engineering solutions for engineering goods, machine components, machining activities, accessories and deal in all types of engineering goods, product, machinery, equipments, instruments, spare parts, gadgets, components, perform consultancy services and solutions of electronic or mechanical engineering, application lifecycle management and usage of this data for diagnostics, maintenance and tracking of assets and related connectivity solutions including data and analytics beyond embedded or mechanical engineering and their connectivity and integration with backend IT systems and platforms, related technical and commercial consultancy services, import and export of know-how in the field of Engineering.
5. To establish, maintain, conduct, provide, procure or make available services of every kind including commercial, statistical, financial, accountancy, medical, legal, management, educational, engineering, data processing, communication and other technological social or other services.
6. To develop, implement, export, import, purchase, sell or lease and otherwise deal in software and otherwise as dealers and representatives for all types of software and firmware.
7. To establish, maintain, operate and manage air transport operations including air services, airlines and lines of aerial conveyances for the carriage of passengers, baggage, mail, freight or merchandise of every kind and description, on short-haul and long-haul flights on scheduled, non-scheduled and chartered domestic (including areas not otherwise accessible and difficult terrains) as well as international routes, as may be approved by the Government of India or such other competent authority, by any kinds of aircrafts, air planes and/or helicopters for commercial or other purposes, whether as principals, agents or otherwise, and to set up flying services, both as public and private carriers on national and international routes and for this purpose purchase, take on lease and/or hire or otherwise acquire, employ, maintain, work, manage and/or control and let on hire, charter, lease and/or demise every form of aerial conveyance.
8. To carry on all or any of the trades, business or transactions or aeronautical, aviation, communication, electrical, electronic, microelectronic electrical, electronic, micro processing, mechanical, metallurgical, chemical, petroleum, and other engineers in all branches in connection with aerial transport, aviation, air crafts maintenance and operation or facilities for any of the above and to deal in the supply and servicing on all apparatus, things, instructions, appliances, and articles capable of being used in connection therewith.

**RESOLVED FURTHER THAT** the Memorandum of Association incorporating the amendments to the Objects Clause as specified above, a draft of which is placed on the website of the Company at [www.taalent.co.in](http://www.taalent.co.in), be and is hereby approved and adopted.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer / executive / representative and / or any other person so authorized by the Board, be hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval / consent, as may be considered necessary and further authorized to appoint counsels / consultant and advisors, file applications/ petitions, issue notices, advertisements, obtain orders/certificate for amending the Objects Clause of the Memorandum of Association from the concerned authorities and to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

**TAAL ENTERPRISES LIMITED**  
**CIN: L62200TN2014PLC096373**

Regd. Off.: 2<sup>nd</sup> Floor, MMPDA Towers 184, Royapettah High Road, Chennai – 600014  
Phone: +91-44 4350 8393|Website: [www.taalent.co.in](http://www.taalent.co.in)|Email: [secretarial@taalent.co.in](mailto:secretarial@taalent.co.in)

---

**ITEM NO. 2:**

**Approval for shifting of the registered office of the Company from the State of Tamil Nadu to the State of Karnataka**

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

**RESOLVED THAT** pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (as amended) and other applicable rules framed thereunder (“Rules”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government (Powers delegated to Regional Director), and such other approvals, permissions and sanctions as may be required under the provisions of the Act or under any other law for the time being in force, the consent of the members of the Company be and is hereby accorded to shift the Registered Office of the Company from the “State of Tamil Nadu” to the “State of Karnataka” and that the existing Clause 2<sup>nd</sup> of the Memorandum of Association of the Company be substituted with the following new clause:

“2<sup>nd</sup> The Registered Office of the Company will be situated in the State of Karnataka.”

**RESOLVED FURTHER THAT** upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the “State of Tamil Nadu” to such place in the “State of Karnataka” with effect from such date, as may be decided by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) be and are hereby severally authorised to make necessary application to the Central Government, Regional Director, Registrar of Companies and other regulatory authorities in this matter, to appear before them and to engage counsels/ consultants/ executives/ advisors to represent the Company and appear on its behalf, to make any modifications, changes, variations, alterations or revisions stipulated by the concerned authorities while according approval or consent, and to do all such acts, deeds, matters and things as may be necessary/ incidental/ ancillary to give effect to this resolution including execution/signing/filing of necessary forms/ documents/ affidavits/ indemnity /undertakings/ declarations as may be required, from time to time.

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

**Item No. 1**

The Board of Directors of the Company have at their meeting held on October 18, 2022, approved the proposed Scheme of Amalgamation of TAAL Tech India Private Limited (Transferor Company) with TAAL Enterprises Limited (Transferee Company) pursuant to Sections 230 to 232 of the Companies Act, 2013.

Pursuant to the amalgamation of TAAL Tech India Private Limited, a wholly owned subsidiary with the Company, the business of TAAL Tech India Private Limited would stand transferred to the Company and the Company would continue to carry of the business of the Transferor Company after the merger. Accordingly, the objects clause of Memorandum of Association of the Company is required to be amended to enable the Company to carry on the business undertaken by TAAL Tech India Private Limited.

The Board of Directors of the Company at their meeting held on October 18, 2022 have approved the amendment to the Objects clause of the Memorandum of Association of the Company as detailed in Item No. 1 of the Notice.

**TAAL ENTERPRISES LIMITED**  
**CIN: L62200TN2014PLC096373**

Regd. Off.: 2<sup>nd</sup> Floor, MMPDA Towers 184, Royapettah High Road, Chennai – 600014  
Phone: +91-44 4350 8393|Website: [www.taalent.co.in](http://www.taalent.co.in)|Email: [secretarial@taalent.co.in](mailto:secretarial@taalent.co.in)

---

Pursuant to Section 13 of the Companies Act, 2013, any amendment to the Memorandum of Association of the Company requires consent of the Members by way of special resolution. Hence necessary resolution has been set out in Item No. 1 of the Notice for the approval of the members. The above amendment would also be subject to the approval of the Registrar of Companies, Coimbatore, Tamil Nadu.

A copy of Memorandum of Association of the Company as on date together with the proposed amendment is available for inspection by the members at the Registered Office of the Company during normal business hours on all working days from date of despatch of Notice up to the date of declaration of results of the Postal Ballot and the said documents are also available on the website of the Company '[www.taalent.co.in](http://www.taalent.co.in)'.

The Board recommends the special resolution as set out in Item No. 1 of the Notice for the approval of the members.

None of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the said resolution as set out at Item No. 1 of the Notice, except to the extent of their shareholding, if any.

**Item No. 2**

The Registered Office of the Company is presently situated in the State of Tamil Nadu at 2<sup>nd</sup> Floor, MMPDA Towers, 184, Royapettah High Road, Chennai – 600014, Tamil Nadu.

Further, the Registered Office of TAAL Tech India Private Limited, a wholly owned subsidiary of the Company is presently situated in the State of Karnataka.

The Board of Directors of the Company have at their meeting held on October 18, 2022, approved the proposed Scheme of Amalgamation of TAAL Tech India Private Limited (Transferor Company) with TAAL Enterprises Limited (Transferee Company) pursuant to Sections 230 to 232 of the Companies Act, 2013 consequent to which the business of TAAL Tech India Private Limited would stand transferred to the Company.

Considering the proposed merger, the Board of Directors of the Company have as a matter of administrative convenience proposed to shift the registered office of the Company from the State of Tamil Nadu to the State of Karnataka.

The shifting of the Registered Office as aforesaid is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

Pursuant to the provisions of Sections 12 & 13 of the Companies Act, 2013 read with the relevant rules made thereunder, the shifting of registered office of a company from one State to another and consequent alteration of the situation clause of Memorandum of Association of the Company requires the approval of shareholders by Special Resolution and approval of the Central Government (power delegated to Regional Director).

Accordingly, approval of the members is sought by way of Postal Ballot through Remote e-voting for shifting of the Registered Office of the Company and for consequently amendment of Clause 2<sup>nd</sup> of the Memorandum of Association of the Company.

A copy of Memorandum of Association of the Company as on date together with the proposed amendment is available for inspection by the members at the Registered Office of the Company during normal business hours on all working days from date of despatch of Notice up to the date of declaration of results of the Postal Ballot and the said documents are also available on the website of the Company '[www.taalent.co.in](http://www.taalent.co.in)'.



**TAAL ENTERPRISES LIMITED**  
**CIN: L62200TN2014PLC096373**

Regd. Off.: 2<sup>nd</sup> Floor, MMPDA Towers 184, Royapettah High Road, Chennai – 600014  
Phone: +91-44 4350 8393|Website: [www.taalent.co.in](http://www.taalent.co.in)|Email: [secretarial@taalent.co.in](mailto:secretarial@taalent.co.in)

The Board recommends the special resolution as set out in Item No. 2 of the Notice for the approval of the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

**By Order of the Board of Directors**  
**For TAAL Enterprises Limited**

**Himanshu Choradiya**  
**Company Secretary**

**Pune, October 18, 2022**

**NOTES:**

1. Members may note that the Postal Ballot Notice will be available on the Company's website, [www.taalent.co.in](http://www.taalent.co.in) and website of the Stock Exchange where the equity shares of the Company are listed i.e., BSE Limited, [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL, [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
2. The Notice is being sent only by email to all those Members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited / Central Depository Services (India) Limited ("CDSL") as on **Friday, October 28, 2022** ("cut-off date") and who have registered their email address in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited ("RTA") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the MCA Circulars.
3. **The instructions for remote e-voting are as under:**
  - i. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act read with Rules framed thereunder, Regulation 44 of Listing Regulations, MCA Circulars and the Secretarial Standards on General Meetings (SS-2), the Company has provided the facility of remote e-voting to all members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its members.
  - ii. The voting period begins from **9.00 AM (IST) on Wednesday, November 2, 2022, and ends at 5.00 PM (IST) on Thursday, December 1, 2022 (both days inclusive)**. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, October 28, 2022, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after 5.00 PM (IST) on Thursday, December 1, 2022.
  - iii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, October 28, 2022 ("**Cut-off date**"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
  - iv. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
  - v. The Board of Directors of the Company have appointed Mr. M. D. Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries in practice, Coimbatore as the Scrutinizer for conducting the postal ballot through remote e-voting in a fair and transparent manner and for the purpose of ascertaining the requisite majority.



**TAAL ENTERPRISES LIMITED**  
**CIN: L62200TN2014PLC096373**

Regd. Off.: 2<sup>nd</sup> Floor, MMPDA Towers 184, Royapettah High Road, Chennai – 600014  
Phone: +91-44 4350 8393|Website: [www.taalent.co.in](http://www.taalent.co.in)|Email: [secretarial@taalent.co.in](mailto:secretarial@taalent.co.in)

**4. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING 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 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 shareholder	Login Method
<b>Individual Shareholder holding shares in Demat mode with CDSL</b>	<ol style="list-style-type: none"><li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/ EasiRegistration</a></li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li></ol>
<b>Individual Shareholders holding shares in demat mode with NSDL</b>	<ol style="list-style-type: none"><li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at</li></ol>

**TAAL ENTERPRISES LIMITED**  
**CIN: L62200TN2014PLC096373**

Regd. Off.: 2<sup>nd</sup> Floor, MMPDA Towers 184, Royapettah High Road, Chennai – 600014  
 Phone: +91-44 4350 8393|Website: [www.taalent.co.in](http://www.taalent.co.in)|Email: [secretarial@taalent.co.in](mailto:secretarial@taalent.co.in)

	<p><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 “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 name and you will be redirected to e-Voting service provider website 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> <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;">  App Store         </div> <div style="text-align: center;">  Google Play         </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b>	<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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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 toll free no.: 1800 1020 990 and 1800 22 44 30

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

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.

**TAAL ENTERPRISES LIMITED**  
**CIN: L62200TN2014PLC096373**

Regd. Off.: 2<sup>nd</sup> Floor, MMPDA Towers 184, Royapettah High Road, Chennai – 600014  
Phone: +91-44 4350 8393|Website: [www.taalent.co.in](http://www.taalent.co.in)|Email: [secretarial@taalent.co.in](mailto:secretarial@taalent.co.in)

---

Alternatively, if you are registered for NSDL e-services 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:

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

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

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
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. Click on "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.

**TAAL ENTERPRISES LIMITED**  
**CIN: L62200TN2014PLC096373**

Regd. Off.: 2<sup>nd</sup> Floor, MMPDA Towers 184, Royapettah High Road, Chennai – 600014  
Phone: +91-44 4350 8393|Website: [www.taalent.co.in](http://www.taalent.co.in)|Email: [secretarial@taalent.co.in](mailto:secretarial@taalent.co.in)

---

**Step 2: 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 whose 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 for 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 [taalentscrutinizer@mdsassociates.in](mailto:taalentscrutinizer@mdsassociates.in) 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms Pallavi Mhatre, Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**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.**

- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- ii. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [secretarial@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.
- iii. 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.
- iv. 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

**TAAL ENTERPRISES LIMITED**  
**CIN: L62200TN2014PLC096373**

Regd. Off.: 2<sup>nd</sup> Floor, MMPDA Towers 184, Royapettah High Road, Chennai – 600014  
Phone: +91-44 4350 8393|Website: [www.taalent.co.in](http://www.taalent.co.in)|Email: [secretarial@taalent.co.in](mailto:secretarial@taalent.co.in)

---

mobile number and email ID correctly in their demat account in order to access e-Voting facility.

5. Members are further requested to:

- Intimate changes, if any, in address/ bank mandate & e-mail ID to [secretarial@taalent.co.in](mailto:secretarial@taalent.co.in) for shares held in physical form & to the Depository Participants for shares held in Demat form.
- Quote folio number/ DP ID/ Client ID in all correspondence with the Company or its R & T Agent.
- Intimate about consolidation of folios to R & T Agent, if your shareholding is under multiple folios.
- Note that as per SEBI / Stock Exchange guidelines the shares of the Company are traded compulsorily in Demat form. In view of this Members are requested to convert their physical share certificate into Demat form.
- Securities and Exchange Board of India (“SEBI”) had mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrar and Share Transfer Agents with effect from April 1, 2019. Further, SEBI had mandated the listed entities to issue shares only in dematerialized mode, with effect from January 25, 2022 to shareholder(s)/ claimant(s) holding shares in physical mode, as against their service requests including for transmission or transposition of shares.
- Note that the Company has designated an exclusive email ID viz. [secretarial@taalent.co.in](mailto:secretarial@taalent.co.in) to enable members to register their queries/complaints.
- SEBI vide its circular dated November 3, 2021, has also mandated that the shareholders holding shares in physical form are required to update their PAN, KYC details, bank details and nomination details with the RTA on or before 1st April 2023, failing which the securities held by such shareholder will be frozen by the RTA. The securities once frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities. Shareholders holding shares in physical form may also note that once the securities are frozen, the dividend payments will be processed only upon receipt of requisite KYC details and credited to the bank account of the shareholder electronically.
- Further, SEBI vide its circular dated November 3, 2021, has also mandated that the shareholders holding shares in physical form are required to compulsorily link their PAN and Aadhaar. Accordingly, the physical folios in which PAN and Aadhaar are not linked have been frozen by the RTA. The securities which have been frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities.
- The copies of aforementioned SEBI Circulars and the prescribed Forms are available on the website of the Company at [www.taalent.co.in](http://www.taalent.co.in). The shareholders holding shares in physical form are requested to furnish the cited details / documents to the Company / its Registrar and Share Transfer Agent.