
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; E-mail: secretarial@taalent.co.in
CIN: U62200TN2014PLC096373

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 and any other applicable provisions of the Companies Act, 2013 (Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the resolution appended below is proposed to be passed as a Special Resolution by way of Postal Ballot and electronic voting (e-voting). The explanatory statement pursuant to Section 102 of the Act pertaining to the proposed resolution along with a Postal Ballot Form is annexed herewith.

Please read carefully instructions printed on Postal Ballot Form and the Notice and return Postal Ballot Form, completed and signed, in the enclosed self-addressed prepaid postage envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on October 2, 2017. You have the option to vote either by Postal Ballot or through e-voting, the procedure for which is set out in the Postal Ballot Form.

Based on the Scrutinizer's Report to the Chairman of the Company, the Results of the Postal Ballot and e-voting will be declared on October 4, 2017 at the Registered Office of the Company. The said Results along with the Scrutinizer's Report will be available on the Company's website www.taalent.co.in and will be forwarded to the BSE Limited.

Special Business

1. To give authority to Board of Directors u/s 186 of Companies Act, 2013, to make Loans & Investments.

To consider and, if thought fit, to give assent/ dissent to following resolution as a **Special Resolution** by way of Postal Ballot:

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and in supersession of the resolution passed at the Annual General Meeting of the Members of the Company held on September 29, 2015, the Board of Directors of the Company ("Board", which term shall include any committee which the Board may constitute to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to agree to at its discretion to make loan(s) and/ or give any guarantee(s)/ provide any security(ies) in

connection with loan(s) made to and to make investment in shares, debentures and/ or any other securities of other body corporates, whether Indian or overseas and/ or in various schemes of Mutual Funds or such other funds, in their absolute discretion deem beneficial and in interest of the Company in excess of 60% of the paid-up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, upto a maximum amount of Rs. 25 Crore (Rupees Twenty Five Crores Only) from existing Rs. 10 Crore (Rupees Ten Crores Only), notwithstanding that investments along with Company's existing loans or guarantee/ security or investments shall be in excess of the limits prescribed under Section 186 aforesaid or upto the limits so prescribed under Section 186, whichever is higher and that the Board is authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and to settle any question or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps in respect of the above loans, guarantees and investment including the timing, amount and other terms and conditions of such loans, guarantees and investment and varying the same through transfer, sale, disinvestment or otherwise either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds matters and things, as may be necessary or expedient in this regard and to exercise all the rights and powers which would vest in the Company in pursuance of such loans, guarantees and investments."

By order of the Board
For **TAAL Enterprises Limited**

Anuj Nema
Company Secretary

Date: August 16, 2017
Place: Pune

Registered Office:
2nd Floor, MMPDA Towers,
184, Royapettah High Road,
Chennai – 600014

TAAL Enterprises Limited

Notes -

1. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Act is given herein below.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members/ List of beneficial owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on August 25, 2017 (Cut-off Date).
3. The Board of Directors have appointed Mr. A. Rengarajan, Practicing Company Secretary, Chennai as Scrutinizer for conducting postal ballot voting process in a fair and transparent manner.
4. In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under, since the business is to be transacted through postal ballot which includes e-voting, the Company is offering e-voting facility to all its members to enable them to cast their votes electronically instead of voting through postal ballot. Please note that e-voting is optional. In case a member has voted through e-voting, he/ she is not required to send the postal ballot. In case a member votes through e-voting as well as through postal ballot, the voting through e-voting shall be considered and the voting through postal ballot shall be ignored. CDSL will be facilitating e-voting to enable the members to cast their votes electronically.
5. The voting through postal ballot/ e-voting will start on September 3, 2017 at 09:00 a.m. and will close on October 2, 2017 at 05:00 p.m.
6. Resolutions passed by the members through postal ballot are deemed to have been passed effectively at the General Meeting of the members.
7. Notice of postal ballot along with postal ballot form containing the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose email ID's are registered with the Company/ Depository(ies). For members who request for a hardcopy and for those who have not registered their email addresses, physical copies of the same are being sent through the permitted mode.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday between 11.00 a.m. to 1.00 p.m.

E-Voting facility:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 3, 2017 at 09:00 a.m. & ends on October 2, 2017 at 05:00 p.m.

During this period shareholders' of the Company, holding shares either in physical or in dematerialized form, as on cut-off date (record date) of August 25, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant TAAL Enterprises Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
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TAAL Enterprises Limited

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

The Members of the Company at their Annual General Meeting held on September 29, 2015 have authorized the Board of Directors of the Company to make investments in shares, debentures and/ or any other securities of other body corporates exceeding 60% of its paid-up capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, subject to a maximum limit of Rs. 10 crores.

In order to achieve optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors at their meeting held on August 16, 2017 decided to seek approval of shareholders to make investment or give loan, guarantee or provide security upto a maximum limit of Rs. 25 crores from existing limit of Rs. 10 crores.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

By order of the Board
For **TAAL Enterprises Limited**

Anuj Nema
Company Secretary

Place: Pune

Date: August 16, 2017

Registered Office:
2nd Floor, MMPDA Towers,
184, Royapettah High Road,
Chennai – 600014

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Reg. Office: 2nd Floor, MMPDA Towers, 184, Royapettah High Road, Chennai - 600014
Phone: +91-44 4350 8393, Website: www.taalent.co.in; E-mail: secretarial@taalent.co.in
CIN: U62200TN2014PLC096373

POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

POSTAL BALLOT NO:

1. Name(s) of Shareholder(s)
(Including joint holders if any)
2. Registered Address of the
Sole/ First Named Shareholders
3. Registered Folio Numbers/
DP ID No./ Client ID No.
*(applicable to shareholders
Holding shares in dematerialized form)
4. Number of equity share(s) held
5. I/ We hereby exercise my/ our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice dated August 16, 2017 by sending my/ our assent or dissent to the said resolution by placing the tick(ü) mark at the appropriate column below:

(important Note for voting: to ensure valid and proper voting on the Ballot paper, please: i) fill in Col. (1) for the number of shares being voted, ii) Tick (ü) the col. (2) for voting (FOR) and/ or Tick (ü) the Col. (3) for voting (AGAINST) and iii) sign this Ballot paper and post it in the pre-paid envelope)

Sr. No.	Item number	No. of shares (1)	I/We assent to the resolution (FOR) (2)	I/We dissent to the resolution (AGAINST) (3)
1.	To give authority to Board of Directors u/s 186 of Companies Act, 2013, to make Loans & Investments.			

Place:

Date:

Signature of the shareholder*

(*in case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/power of attorney should be sent along with postal ballot form)

Electronic voting particulars

EVSN	USER ID	PAN / SEQUENCE NO.
170826057		

Since, you have not registered/ updated your PAN with the Company/ Depository Participant, please use the number mentioned in above column under PAN field to login for e-Voting.

*** If you have already registered/ updated your PAN with the Company/ Depository Participant use the actual PAN issued by IT department.**

Note: For detailed e-voting instructions, please refer "Notice" enclosed herewith under "E-Voting facility".

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, in the attached prepaid self-addressed business reply envelope. Postage will be borne and paid by the Company.
2. The Company has appointed Mr. A. Rengarajan, Practicing Company Secretary, Chennai as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. There shall be one Postal Ballot for every folio, irrespective of the number of joint holders. Proxy shall not exercise the Postal Ballot.
4. The Postal Ballot should be completed and signed by the shareholder. In case of joint holding, this Form should be completed and signed (as per specimen signature registered with the Company in respect of shares held in physical form or furnished by NSDL or CDSL to the Company in respect of shares held in dematerialized form) by the first named shareholder and failing him/her, by the next named shareholder and so on. In case of shares held by corporate, Trust, Society etc., the duly completed Postal Ballot Form should be accompanied by certified true copy of the Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory/ ies duly attested.
5. Duly completed Postal Ballot Form should be received by the Scrutinizer not later than 5.00 p.m. on October 2, 2017. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
6. Votes will be considered invalid on the following grounds:
 - a. If the Ballot Form is unsigned;
 - b. If the member's signature does not tally;
 - c. If the member has marked (Ö) both in favour and also against in the ballot paper;
 - d. If the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for Scrutinizer to identify either the member or number of votes or as to whether the votes are cast in favour or against the resolution or the signature could not be checked or on one or more of the above grounds;
 - e. On such other grounds which in the opinion of the Scrutinizer makes the votes invalid.
7. A Member may request for a duplicate Postal Ballot Form, if so required. All such requests should be addressed to the Company's Registrar & Share Transfer Agent, Link Intime India Pvt. Ltd. Block No. 202, 2nd Floor, Akshay Complex, Near Ganesh Temple, Off., BS Dhole Patil Path, Sangamvadi, Pune, Maharashtra 411001. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer on or before the date specified in instruction No. 5 above.
8. Voting rights shall be ascertained as per the provisions of Articles of Association of the Company and shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on August 25, 2017 (Cut-off Date).
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. Only a Member entitled to vote is entitled to exercise his vote through Postal Ballot and a Member having no right should treat this Notice as intimation only.
11. The Scrutinizer's decision on the validity of a Postal Ballot shall be final and binding. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. The date of declaration of Postal Ballot result would be October 4, 2017 and will be posted on the website of the Company www.taalent.co.in.
13. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure for the same is enumerated in the Notes to the Postal Ballot Notice.