

TAAL ENTERPRISES LIMITED

TRANSCRIPT OF THE PROCEEDINGS OF TAAL ENTERPRISES LIMITED - 11TH ANNUAL GENERAL MEETING HELD AT 12:00 P.M. (IST) ON TUESDAY, AUGUST 26, 2025, THROUGH VIDEO CONFERENCING (VC)

CORPORATE PARTICIPANTS:

DIRECTORS & KMP'S & OTHER REPRESENTATIVES IN ATTENDANCE JOINED THROUGH VC:

Name	Designation
Salil Taneja	Chairman & Whole Time Director
Deepa Mathur	Non – Executive – Independent Director & Chairman of Audit Committee and Stakeholders Relationship Committee.
Arvind Nanda	Non-Executive – Independent Director & Chairman of Nomination and Remuneration Committee
Shyam Powar	Non-Executive – Independent Director
Anil Sahu	Non-Executive – Independent Director
Narayan Karbhase	Non – Executive – Non- Independent Director & Chairperson of Corporate Social Responsibility Committee
Sudishkumar Kuttappan Nair	Chief Financial Officer
Aditya Shashikant Oza	Company Secretary & Compliance officer
Anuj Nema, Practising Company Secretary	Scrutinizer & Secretarial Auditor of Company

QUORUM OF THE MEETING:

A total of 53 members representing 16,70,170 shares attended the 11th AGM of the Company through Video Conferencing.

PROCEEDINGS:

Aditya Oza:

- Good afternoon, ladies and gentlemen, on behalf of the Board of Directors of TAAL Enterprises Limited, I Aditya Shashikant Oza, Company secretary of the Company, welcome you all to this 11th Annual General meeting held today on i.e. on 26th August, 2025 at 12:00 p.m. through video conferencing other audio-visual means ("OAVM"). I request Mr. Salil Taneja, Chairman of the Board to take the chair of this 11th Annual General Meeting. Over to you Sir.

Salil Taneja:

- Thanks, Aditya. Dear shareholders, a very good afternoon to you all. On behalf of the Board of Directors, welcome to the 11th Annual General Meeting of TAAL Enterprises Limited.

- Before we start, I would like to introduce you to my colleagues on this call. I would request each member to acknowledge the introduction when I do so. First of all, Ms. Deepa Mathur, Independent Director and Chairperson of the Audit Committee, and Stakeholders Relationship Committee, member of the Nomination and Remuneration Committee, as well as the CSR committee.

Deepa Mathur:

- Hello, everybody, good afternoon

Salil Taneja:

- Mr. Arvind Nanda, Independent Director and Chairperson of the Nomination and Remuneration Committee and member of the Audit Committee and the Stakeholders Relationship Committee.

Arvind Nanda:

- Good afternoon, everyone.

Salil Taneja:

- Mr. Narayan Karbhase, Non-Independent, Non-Executive Director and Chairperson of the CSR Committee, member of the Audit Committee, and Nomination and Remuneration Committee.

Narayan Karbhase:

- Good afternoon, everyone.

Salil Taneja:

- Mr. Anil Sahu, Independent Director and member of Stakeholders relationship committee and CSR Committee.

Mr. Anil Sahu:

- Good afternoon, everyone.

Salil Taneja:

- Mr. Sudishkumar Kuttapan Nair- Chief Financial Officer of the Company.

SudishKumar Kuttapan Nair:

- Good afternoon, everyone.

Salil Taneja:

- Mr. Abuali Darukhanawala from M/s. V. P. Thacker & Co, Statutory Auditors of the Company is not able to join the meeting. We have received necessary communication from him for not

attending the AGM. We need to take that on record.

- We also have Mr. Anuj Nema, Practicing Company Secretary, the Secretarial auditor, and the Scrutinizer for this annual general meeting, with us.
- I now request, Mr. Aditya Oza, the Company Secretary, to brief the members.

Aditya Oza:

- The Ministry of Corporate Affairs and the Securities and Exchange Board of India vide their respective circulars, have allowed companies to hold the AGM through video conferencing or other audio-visual means during calendar year 2025.
- Further as per the said circulars, the companies are permitted to be dispensed with the requirement of sending the physical copies of annual report to the shareholders.
- Accordingly, the Annual Reports of the Company for FY 2024-25 have been sent by electronic means to all those shareholders whose email Ids were registered with the Company or Depositories.
- Now, few instructions about the e-meeting:
 - Members who have not voted during remote e-voting period may cast vote electronically during the meeting. The e-voting will end 15 minutes after the conclusion of this AGM.
 - All members have been kept on mute.
 - Shareholders who have registered as Speakers will be unmuted once their name is called.
 - We will respond to the queries received in due course of the meeting.
 - Speed and working of audio video mode for joining the meeting by members depends on your internet capacity.
- I now request the Chairman to kindly start with the proceedings. Thank you. Over to you, sir.

Salil Taneja:

- Thanks, Aditya. I'm now starting with the formal proceedings of the meeting. I have been informed, based on registrations received from shareholders for e-meeting, that the requisite quorum for the meeting is present.
- I, therefore call this meeting to order. Since the meeting is through electronic means, no proxies are allowed to attend the meeting.
- The company has received representations under Section 113 of the Companies Act 2013, and the details are available with the scrutinizer.
- I would also like to inform everyone that the statutory registers, as required under the Companies Act 2013, will be made available upon request of the shareholders.

Aditya Oza:

- In line with the Company's commitment to maintaining high standards of corporate governance and regulatory compliance, we would like to bring the following important shareholder-related matters to your attention. These initiatives aim to promote transparency, investor awareness, and smooth communication between the Company and its shareholders.”
 1. Registration for receiving Notice of the AGM and Annual Report: The Company disseminates AGM Notices and Annual Reports electronically to shareholders with registered email addresses. Members are encouraged to keep their contact details updated to ensure smooth and timely communication in the future.
 2. Tax Deducted at Source (TDS) on Dividend: As per the Income Tax Act, dividends are subject to TDS.
 3. Members to Intimate Change in Their Details: Shareholders are advised to promptly update any changes in their registered details such as address, email ID, PAN, or bank account information with the Company's RTA to ensure smooth communication and dividend processing.
 4. Unclaimed Dividends and IEPF: Members who have not claimed dividends in past years are requested to do so at the earliest. Unclaimed dividends for 7 consecutive years along with the corresponding shares will be transferred to the Investor Education and Protection Fund (IEPF) as per regulatory norms.
 5. Dispute Resolution: SEBI has established a common Online Dispute Resolution Portal (“ODR Portal-<https://smartodr.in/login>”) to raise dispute arising in the Indian Securities Market. Post exhausting the option to resolved their grievances with the RTA/company directly and through SCORES platform, the investors can initiate dispute resolution through ODR portal. Link to access ODR portal is available on Companies website www.taalent.co.in [SEBI Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023]
 6. Dematerialization of shares: SEBI has mandated the Listed Companies to process service request for issue of securities in dematerialized form only, subject to folio being KYC compliant. Accordingly, members are requested to duly fill and sign form ISR 4. The Form is available on website of the company at www.taalent.co.in and at RTA's Website i.e. www.in.mpms.mufig.com [SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024]
- The shareholders are requested to take note of the same. I now request Chairman to address the shareholders.

Salil Taneja:

- Yeah, thanks, Aditya. Ladies and gentlemen, once again, a very good afternoon and a very warm welcome to the 11th Annual General Meeting of TAAL Enterprises Limited.
- Thank you for your trust, and for taking time from your busy schedules to be with us today. Your presence here reflects your confidence in us, and therefore gives our team the encouragement to forge ahead.
- The last year marked a critical milestone for TAAL Enterprises, in that we were finally able to complete the merger of our subsidiary, TAAL Tech, with ourselves and we are now officially and singularly an ER&D Company. This merger brings clarity to the operations of the company and simplifies its structure.
- We had a challenging start to the year, the last fiscal I mean. We made. We knew that we were going to lose the business of two important customers, given that they had both been acquired. We therefore decided to put extra emphasis on protecting the bottom line. As a result, while sales remained flat, roughly speaking, PBT increased by 33% to 67 crores.
- I must thank our operations team for doing an incredibly good job in streamlining operations to meet this goal. We also added a number of new customers, particularly towards the end of last year, an effort which we expect will have an impact this year as well as the next.
- As before, your company remains focused on three engineering verticals, plant engineering, AEC which is construction and infrastructure and product engineering.
- However, within each of these domains, we have added significant new capabilities, with a view to building more entrenched and deeper relationships with current as well as new customers.
- In terms of geography, we continue to focus largely on Europe and the US, although we do have some exposure to the Far East as well. At the macro level, we are seeing good demand growth across almost all the sectors in which we are present. Yet, we have to remain ever vigilant and conscious, given the uncertainties that continue to play out in the world economies, in global trade, and particularly in technology. Our strategy in this situation is to be focused, very deliberate, and yet nimble.
- Excellence in business must go hand-in-hand with social responsibility. We see our corporate CSR responsibility as integral to our organization and to who we are as an organization. We are committed to creating value that extends beyond our balance sheets to benefit the communities where we operate.
- Lastly, before I end, I would like to thank all our stakeholders, our board members for their oversight and guidance, our customers for their continuing loyalty and support, and last but not least, our incredible team, without whose enthusiasm and dedication, none of this would be possible. Thank you once again for being with us today. With that, I'd like to move on to the next item on the agenda.
- The Annual Report and the Notice convening the 11th Annual General Meeting were dispatched through electronic means. With your permission, I take the Notice as read.

- Dear Members, Pursuant to the provisions of the Companies Act, 2013, there are no qualifications, observation or comments of Auditors in Audit Report of the Company for the Financial Year 2024-25 and with your permission, I take the audit report as read also.
- I now commence transacting the business contained in the notice dated 4th August 2025, and request the company secretary, Aditya Oza, to read out the proceedings.

Aditya Oza:

- As per the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Company had provided two modes to the shareholders for casting their vote on the resolution set-out in the Notice convening the AGM: Remote e-voting and electronic voting facility at the Annual General Meeting i.e. E-voting.
- The Remote e-voting facility was made available to all Members from Thursday, 21st August, 2025 (09.00 A.M.) to Monday 25th August, 2025 (05.00 P.M.) through e-voting portal of NSDL and the same has been closed.
- The E-voting at the AGM is being made available to enable members, who have not cast their votes through remote e-voting to exercise their voting rights. The Members may please go to the e-voting website of NSDL and cast their vote.
- Since the AGM is being held through video conferencing and other Audio-visual mean and the resolutions mentioned in the Notice convening this AGM have already been put to vote through remote e-voting there will be no proposing and seconding of resolutions.
- The members who have already voted through remote e-voting shall not be eligible to participate in the voting today. However, they can participate in the AGM.
- Mr. Anuj Nema, Practising Company Secretary has been appointed as the Scrutinizer of the Meeting to scrutinize the votes cast through remote e-voting and e-voting during the AGM.
- Upon Completion of e-voting, the voting results will be declared within two working days based on scrutinizer's report and the same would be published on the Company's website and uploaded on website of BSE Limited.
- Now I request the Chairman to continue with the proceedings.

Salil Taneja:

- Yeah, thanks, Aditya. Now I invite the shareholders those who have registered as Speakers, to ask the questions. The answers to all the questions will be provided once all speakers complete asking their questions. Thanks.

Aditya Oza:

- Now I request the monitor to unmute the mic or speaker on pronouncing their names. First speaker shareholder is Mr. Manjeet Singh.
- Sir, your mic is unmuted. Monitor, please confirm.

NSDL Tech Support:

- Manjit Singh is not connected. The speaker shareholder is not connected. We can move to the next speaker.

Aditya Oza:

- Okay. Mr. Rishi Kesh Chopra. Is he there?

NSDL Tech Support:

- The speaker shareholder is not connected. We can move to the next speaker.

Aditya Oza:

- Ms. Savita Rani.

NSDL Tech Support:

- The speaker shareholder is not connected. We can move to the next speaker.

Aditya Oza:

- Okay, number 4, Mr. Aspi Bhesania.

NSDL Tech Support:

- The speaker shareholder is not connected. We can move to the next speaker.

Aditya Oza:

- Okay. Ms. Minel Bang.

NSDL Tech Support:

- The speaker shareholder is not connected. We can move to the next speaker.

Aditya Oza:

- Thank you. Ms. Swechha Jain.

Swechha Jain

- Yeah. Hi, sir. Am I audible?

Salil Taneja

- Right. Yes, yes.

Swechha Jain

- So, thank you Sir for giving this opportunity and congratulations on the merger.
- I have a couple of questions, Sir, one is, if you could, you know, help us understand the order book of TAAL Tech and TAAL Enterprises separately, especially on the TAAL Tech side, I wanted to Understand, you know, what is the order book, and especially if you could, give the segment side, the kind of work that we do, especially plant engineering side, the product engineering side, and the construction side.
- What is the order book? And also, what is the bid pipeline? You know, what kind of orders are we bidding with? So, I really want to understand, the ER&D kind of work that we do. What is your vision for this? How big you think, you know, can TAAL Tech becomes in terms of the revenue over next 2-3 years?
- And what kind of margins can this business do? Currently, you know, what are the margins, specifically on the plant engineering side, the product engineering side, and the construction side?
- And, so what is your vision over next 2-3 years? And, you know, wherever you think the revenue will be.
- And particularly in this three-segment-wise, what would be your big revenue driver and the margin driver? So, you know, if you could help us understand a little bit on the kind of work that we do on the TAAL Tech side.
- And also, you know, who are the customers that we typically cater to? And also, in your commentary, you said we've lost two customers, so I believe it was on the TAAL Tech side. So, if you could help us understand who are these customers that we've lost, and we've added a few customers. So, how many customers did we add? What industries these customers belong to? So, some sense, if you could give us what kind of, typically, work we do, who are our competitors globally and in India? Whom do we compete, you know, with on the TAAL Tech side, and the kind of work that we do?
- What typically is a revenue model? How do we typically source our clients? You know, what is our marketing strategy there?
- That's what I wanted to understand. And also, sir, on the charter business side, I believe in the standalone, thing, we have a revenue of 10 crores. So, is that business that something which are completely going to exit? Do we have still some charter planes with us? So, if you could help us understand that.
- That was, my two questions, and other things are in our P&L, in the other expense, there is a line item, you know, which is about visa and work permit of around 2 crores. It's a very small amount. Just wanted to understand what exactly that is. Yeah, I think that's... that's pretty much,
- Yeah, so... so basically, I just want to understand on the ER&D side, Sir, how big, you think we can... can become, yeah.

Salil Taneja

- Sure. Thank you.

Aditya Oza:

- Thank you, ma'am. Mr. Hardik Jain, our next speaker.

NSDL Tech Support:

- The speaker shareholder is not connected. We can move to the next speaker.

Aditya Oza:

- Okay. Mr. Ashwin D'Souza?

NSDL Tech Support:

- The speaker shareholder is not connected. We can move to the next speaker.

Aditya Oza:

- Okay. Mr. Hitesh K.

NSDL Tech Support:

- The request sent to you, please unmute the mic.

Hitesh K

- Hello

NSDL Tech Support:

- Very feeble. Can you little bit loud?

Hitesh K

- Hello. Am I audible now.

Salil Taneja

- Yes, yes.

Hitesh K

- Okay, thank you for this opportunity. I just have a set of questions. Could you please explain the sharp margin improvement from an FY 25? Is this sustainable?
- Could you please explain the nature of fixed price contract? Is it linked to specific milestone

or success? Since we take some element of risk on us.

- Does fixed price contract have higher margins over TNM contracts? Are we looking to tap more such opportunities? Or could you please share details on new client additions in F.Y. 25-26 till date?
- And lastly, the cash investments on books are almost 20% of market cap. Has the management thought on how they plan to use these proceeds?
- That's it. Thank you.

Salil Taneja

- Thank you. We'll come back to you as soon as we finish all this... all the people asking questions. Thanks.

Aditya Oza:

- Yeah. Mr. Umesh Matka.

Umesh Matkar

- Yeah, thank you Sir for the opportunity and for your initial remarks, I have a few questions, some of them are repetitive, but we'll still go ahead with those questions.
- So first, what is your order book and the pipeline for the company as of now?
- Do we have any impact of slowdown in IT, because of slowdown in the US? It's a total number of employees that are billed and any increase as compared to last year. Also, total number of clients as on date.
- Any plans to add people in the near future?
- How are the segments, like, Plant engineering, building information modelling, and... other segments performing. How do you see them in future?
- Breakup of revenue, industry-wise, please, that would be helpful.
- Your outlook on, growth and margins for the next 2-3 years? And so, you have cash plus investments to the tune of 150 crores. What are your plans to utilize them in the future?
- Thank you very much.

Salil Taneja

- Thanks. Thanks, Umesh.

Aditya Oza:

- Chairman, there are no more speakers, so I request you to continue with the proceedings.

Salil Taneja

- Sure, thank you. So, I'll try to answer, you know, I'll try to answer the questions to the best of my knowledge and ability, but if there's anything pending that I don't address, first of all, I'd request my colleague, Sudish, He's also on this call, who is the CFO, to jump in and fill in, or correct me if required.
- And after that, if there's still some pending questions, you can just please write in, and we will try to answer them or put them on our website.
- Coming to the, firstly to the order book of TAAL Tech and TAAL Enterprises, one clarification, TAAL Tech and TAAL Enterprises is now one company, so there is no differentiation between the two companies. This is Swechha's question.
- We don't have any charter business, currently. We haven't had any charter business, for quite some time now. So, the entire income is basically, that almost very largely, of, of TAAL Tech. There is hardly any TAAL Enterprise income, which was just basically other income.
- Most of our business is time and material. There is very...there are very few, fixed margin contracts. Maybe at after this Sudish can tell us, What is the percentage of fixed margin contracts, but we see our business largely as a time and material business. So, the margins that you see reflect the time and material business margins.
- And why have the margins gone up? I think they've gone up because of very good cost control. We reduced one office that we had. We brought, all the people from two offices into one office. We moved some people that could be moved to work from home, and I think we've really worked that model very well. We've got people, a significant number of people working flexibly. It's improved employee satisfaction, and it's also improved our costs. That's something I believe we need to focus on as we go forward. And therefore, we do think that the margins are sustainable, Within, you know, within a certain band.
- How many customers have we added? Sudish, do you have a number? How many customers we added? I know we added a significant number of customers.

Sudish

- Yeah, we have added 6 customers in the last quarter.

Salil Taneja

- Yeah, and how many active customers do we have? I think about 65, right?

Sudish

- 65, yeah.

Salil Taneja

- Yeah, so we have about 65, Existing customers, we have roughly, just about 500 employees. The number of billed employees, I think last year was about...

Sudish

- Around 380.

Salil Taneja

- 380, is it, 380 Yeah.

Sudish

- Yeah, yeah.

Salil Taneja

- I mean, how do we see this business growing in future? Be honest, the opportunity size is very large. It's more a question of How do we, increase existing capabilities and add new customers? How much risk do we want to take? It's a balance that we try to reach in the organization, but I see, The size we are currently today, which is roughly 200 crores, I do not see any kind of a ceiling in terms of growth opportunities that exist in the market. The market size is very large. We have built excellent capabilities, some very strong capabilities.
- The initial period is always the most difficult. Particularly in industries such as Aerospace, where you need a very strong reputation and credibility to be able to build businesses.
- So, in plant engineering, on in aerospace, in multiple other areas, we are extremely strong. A lot of homework has been done in building a very strong foundation, and we think that there are excellent growth opportunities growing going forward.

Anil Sahu

- Yep.

Salil Taneja

- As far as the mid-pipeline is concerned, again, because we don't have... we don't actually have an order book at TAAL Tech, because most of it is time and material. These are ongoing orders from existing customers. We have no concept of an order book that we maintain at TAAL Tech, therefore I'm not able to give you a sense of the order book. All I'd say is that, the running the business on a running basis is, is roughly what it has been last year and we see some uptick this year.
- What is the impact of the slowdown? We are seeing, impact differently across different sectors. The, for instance, in plant engineering, last year was slow. It continues to be slow. There was a lot of uncertainty in the US, where most of our plant engineering customers are based. That uncertainty continues as we speak. But we think that that period is now coming to an end. We are seeing the first green shoots. We think that the plant engineering side of our business is going to start increasing.
- Coming to the breakup of what is the breakup? we have about 50% of our business coming from product engineering, which includes the aerospace side of the business. 33% of the business is plant engineering.

- There is about 16% coming from the EIOT, sorry, from the AEC business, which is construction and infrastructure. 70% of our business is USA and Canada. Europe is 28%, and the balance is, you know, 2% is the rest of the world.
- New client additions, as Sudish said, about 6 customers last year, which is a significant number.
- Cash utilization, we have, you know, I think the directors will take a call. There is, as you rightly mentioned, there is a significant amount of cash, sitting on the books. It is to be obviously used very carefully. I'm sure we will take a conscious call on that. At present, as of now, I have nothing to announce on the cash utilization side.
- We add people based on customer requirements. We have a very... we don't add people in advance for a bench. That's how we've been running the company on a very tight leash, and that reflects in the margins that the company has. So as far as adding people are concerned, yes, we are constantly adding people. But we add people based on, existing customer requirements.
- Performance, Industry-wise breakup, I have given you a number of clients. I'm just trying to go through this list to see if I've missed anything.
- Yes, I see the margin as sustainable, as I said. I think I've covered most of the questions that were asked. Sudish, have I missed anything? Please feel free to answer.

Sudish

- Yeah, there was a question on the proportion of fixed bid contracts. That's roughly about 5% of the total revenue. Remaining all are TMA material-based revenue.
- And there was a question on the 10-crore revenue and standalone basis for TAAL Enterprises Limited. That is basically 9 crore is coming from the dividend, from TAAL Tech. So, it gets nullified in the, consolidated, but...Since the TEL doesn't have any standalone business from operations, all this revenue is coming from their investments.

Salil Taneja

- Yeah, okay. I think there was one question on competition. Competition is from...actually, we have competition from fairly large companies now, so we have, competition from SciENT, from Axis Cadis in the aerospace side, from Quest on the aerospace side. So, we compete with a lot of the large customers, and for that reason, I say that the opportunity is very large. We've built a solid reputation for ourselves, and we see the opportunity as being very large, because many of our competitors are very large companies.
- So, with that, we can proceed to the next item on the agenda.
- The members who have not yet voted may now cast their vote. I request the scrutinizer to submit his report in order to declare the results of the voting within two working days of the conclusion of the AGM. Through the stock exchange and display the same on the company's website.

- This actually concludes the business of the meeting and I thank all members present for attending the meeting and casting their votes. As I mentioned earlier, if I have failed to answer any questions adequately, please mail us in and we will do our best. I now declare the meeting as concluded and thank you all for your active participation. Thank you. Bye-bye.

Aditya Oza:

- Thank you.

***** End of Transcript *****