



## TALBROS ENGINEERING LIMITED

Regd. Office: Plot No. 74-75, Sector 6, Faridabad, Haryana – 121 006

CIN: L74210HR1986PLC033018

Phone: 0129-4284300, Fax: 0129-4061541

Email: cs@bnt-talbro's.com, Website: www.talbro'saxles.com

### **POSTAL BALLOT NOTICE**

#### **NOTICE TO MEMBERS PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013.**

Dear Member(s),

NOTICE is hereby given to the Members of Talbro's Engineering Limited pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), clause 35B of the Equity Listing Agreement and other applicable laws and regulations, that the resolution appended below are proposed to be passed by the Members through Postal Ballot / electric voting (e-voting). The proposed resolution, along with the explanatory statement setting out material facts and reasons thereto, are appended below and a Postal Ballot form is enclosed for your consideration.

The Board of Directors in their meeting held on 27th June, 2015 have appointed Ms. Sonal Agarwal, Proprietor of M/s Sonal Agarwal & Associates, Company Secretaries as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in postal ballot form and return the same duly completed. The duly completed postal ballot form(s) should reach the Scrutinizer not later than 5:00 p.m. on 06th August, 2015. Please note that the Postal Ballot form(s) received after the said date and time will be treated as not having been received.

The Scrutinizer will submit her Report to the Chairman of the Board after completion of the scrutiny of the Postal Ballots and the result thereof shall be announced by the Chairman or by the Company Secretary in his absence, on 08th August, 2015 at 05:00 p.m. at the Registered Office of the Company at Plot No. 74-75, Sector 6, Faridabad, Haryana –121006. The result and the report of Scrutinizer of the postal ballot will be intimated to the Bombay Stock Exchange Limited (BSE), Delhi Stock Exchange Limited (DSE), the Registrar and Share Transfer Agents and published in newspapers. The result of Postal Ballot shall also be posted on the Company's website. (www.talbro'saxles.com).

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means' in this Notice.

#### **Item No. 1 – Providing Security in connection with the borrowings of the Company**

To consider and, if though fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in supersession of the earlier resolutions

passed under Section 293(1)(a) of the Companies Act, 1956 (earlier in force) and pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, as may be amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board") or a Committee thereof to mortgage or to create charge, in addition to the mortgages/charges already created, in such form and manner and on such terms as the Board/ Committee may determine, on all or any part of the moveable and/or immoveable properties/undertakings, current and / or fixed assets wheresoever situate, both present and future of the Company, in favour of the Lender(s) and/or Trustee(s) for securing the borrowings availed/to be availed by the Company by way of loan(s) /deposits /issue of debentures, for due payment of the principal amount together with the interest payable thereon from time to time, within the overall borrowing limits of Rs.55 Crores (Rupees Fifty Five Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, deeds, matters and other things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid resolution."

By order of the Board  
**Talbro's Engineering Limited**

Sd/-

**Tarun Talwar**

Managing Director

DIN: 02276634

Place : Faridabad

Date : 27.06.2015

R/o W-80, Greater Kailash – II,

New Delhi - 110048

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

##### **Item No. 1**

The members had by way of an Ordinary resolution passed on 26th September, 2012 given the consent to the Board of Directors for mortgage or charge Company's assets in favour of lending agencies for the amounts borrowed including interest and/or charges etc. payable thereon.

As per the provisions of section 180(1)(a) of the Companies Act, 2013 the company is required to pass a Special Resolution to authorise the Board of Directors for securing the limits as may be sanctioned by the lenders and/or for the loans sanctioned by any one or more of company's bankers, bodies corporate or financial institutions through mortgage

or pledge or hypothecation or otherwise through any combination thereof.

Your Directors recommend the Special Resolution at Item No. 1 of the Postal Ballot Notice for the approval of the Members.

None of the Directors/Key Managerial Personnel and their relatives are in any way concerned or interested in the above referred resolution.

## NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of Companies Act, 2013 setting out all material facts and the reasons thereto is annexed hereto.
2. The Board of Directors has appointed Ms. Sonal Agarwal, Practising Company Secretary as the Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner. Her office address is B-227-228, 11nd Floor, Nehru Ground, N.I.T., Faridabad, Haryana - 121 001. Members are requested to read carefully the instructions printed on the Postal Ballot Form and return the Form duly completed, in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before 06th August, 2015. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted.
3. The Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Members/List of Beneficial owners as on the close of business hours on 03rd July, 2015. Accordingly, the members whose names appear on the Register of Members / List of Beneficial Owners as on 03rd July, 2015 will be considered for the purpose of voting.
4. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (One) English newspaper and 1 (One) Hindi newspaper, each with vic circulation in Haryana, where the registered office of the Company is situated, and published on company's website.
5. In accordance with the provisions of section 101 and other applicable provisions of the Companies Act, 2013, read with rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those members who have registered their email addresses with the Depository participants (in case shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form).  
  
For members whose email Ids are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage prepaid self addressed Business Reply Envelope.
6. In compliance with clause 35B of the Listing Agreement

and Section 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules, the Company is pleased to provide e-voting facility to all its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot form by post. The Company has engaged the services of Central Depository Service Limited (CDSL) for the purpose of providing e-voting facility to all its members.

7. Members can opt for only one mode of voting i.e. either by physical ballot or e-voting. In case members cast their votes through both the modes, then voting done by e-voting shall prevail and votes cast through physical ballot will be treated as invalid.
8. In case a member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to [cs@bnt-talbro's.com](mailto:cs@bnt-talbro's.com). The Registrar or Share Transfer Agent of the Company / Company shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
9. The Scrutinizer will submit her report to the Chairman of the Company after completion of the scrutiny of the Postal Ballots including e-votes submitted. The results of the postal ballot including e-voting will be announced on Saturday, 08th August, 2015 at 03:00 p.m. at the registered office of the Company. The result of the Postal Ballot will be announced to the Stock Exchanges where equity shares of the Company are listed and thereafter will be published in newspapers. The result will also be put on the Company's website [www.talbro'saxles.com](http://www.talbro'saxles.com). The Resolution, if approved, will be taken as passed effectively on the date of declaration of result.
10. Documents referred in the accompanying Notice and Explanatory Statement, if any is open for inspection by member at the Registered Office of the Company during business hours on any working day, except Saturdays, between 11:00 a.m. to 01:00 p.m. upto the date of declaration of the results of Postal Ballot.
11. The Company also offers E-Voting facility. Please see the instructions below for details.  
  
In Compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, the Company also offers e-voting option to all the shareholders. For this purpose, the Company will be making necessary arrangements with Central Depository Services Limited (CDSL), for facilitating e-voting and is pleased to offer e-voting facility as an alternate for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.
12. Members have option to vote either through e-voting or through Postal Ballot Form. Members irrespective of who have registered their e-mails for receipt of documents in



electronic mode and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link <https://www.cdslindia.com/evoting/EvotingInstanceAndResults.aspx> or seek duplicate form from R & T Agent M/s Beetal Financial and Computer Services Private Limited, fill in the details and send the same to the Scrutinizer by post at the address given at Sr. No. 2 above.

- 13. There will be one Postal Ballot Form / e-voting for every folio / client id irrespective of the number of joint holders.
- 14. Voting rights in the postal ballot / e-voting cannot be exercised by a proxy.
- 15. The scrutinizer's decision on the validity of postal ballot / e-voting will be final.

**Voting through Electronic Means**

- (i) The voting period begins on Tuesday, 06th August, 2015 from 11:00 a.m. onwards and ends on Thursday, 06th August, 2015 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 03rd July, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>

	<ul style="list-style-type: none"> <li>• 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If 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).</li> </ul>

- (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 "TALBROS ENGINEERING 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed 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) 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](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xix) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 03rd July, 2015 may follow the same instructions as mentioned above for e-Voting.
- (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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By order of the Board  
**Talbro's Engineering Limited**

Sd/-  
**Tarun Talwar**  
Managing Director  
DIN: 02276634

R/o W-80, Greater Kailash – II,  
New Delhi - 110048

Place : Faridabad  
Date : 27.06.2015