

SONAL AGARWAL & ASSOCIATES

Company Secretaries

FORM NO. MGT-13

CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND VOTING BY PHYSICAL BALLOT

*[Pursuant to section 108 of the Companies Act, 2013 read with rule 20 of the Companies
(Management and Administration) Rules, 2014]*

To
The Chairman
Talbro Engineering Limited
(CIN: L74210HR1986PLC033018)
Regd. Office: - Plot No. 74-75, Sector 6,
Faridabad, Haryana – 121 006

29th Annual General Meeting (AGM) of the Equity Shareholders of Talbro Engineering Limited held on Wednesday, 12th August, 2015 at 11:00 a.m. at Hotel Millennium, 67, Neelam Bata Road, Faridabad, Haryana – 121 001

Dear Sir

I Sonal Agarwal, a Company Secretary in Practice, has been appointed by the Board of Directors of Talbro Engineering Limited ("the Company") for the purpose of scrutinizing the e-voting process along and to scrutinize the physical Ballot forms received from the shareholders in a fair and transparent manner and ascertaining the requisite majority of voting carried out, as per the provisions of section 108 of the Companies Act, 2013 and rule 20 of Companies (Management and Administration) Rules, 2014.

The notice dated 27th June, 2015 of the 29th Annual General Meeting along with the statement setting out material facts under section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions to be passed at the Annual General Meeting held on 12th August, 2015 at 11:00 am. at Hotel Millennium, 67, Neelam Bata Road, Faridabad, Haryana – 121001.

1. The company has engaged the service of Central Depository Services (India) Limited (CDSL) as the Authorized Agency to provide secured system of e-voting process.
2. The e-voting period remained open from 11:00 a.m. (IST) on Sunday, 09th August, 2015 up to 05:00 p.m. (IST) on Wednesday, 11th August, 2015.
3. The cut-off date (i.e. the record date) for the purpose of determining the entitlement for e-vote on the proposed resolutions was 05th August, 2015.
4. On August 12th, 2015, after counting of the votes conducted at the venue of the AGM, through ballot paper, the votes cast through remote e-voting facility was duly unblocked by me as a scrutinizer in the presence of Mr. Suresh Jindal R/o House No. 37, Sector 55, Faridabad, Haryana – 121 004 and Mr. Rajesh Agarwal, R/o D3-502, Puri Pranayam, Sector

82-85, Faridabad, Haryana – 121 004 who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the Rule 20 of Companies (Management and Administration) Rules, 2014.

5. After the voting at the AGM was concluded, One (1) ballot box kept for the purpose of casting of votes was locked in my presence. The locked ballot box was subsequently opened in my presence and in presence of two witnesses, as mentioned above, and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company. The ballot papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.
6. Thereafter, I as a Scrutinizer duly compiled the details of the Remote E-voting carried out by the members together with the physical voting done at the venue of the AGM by way of ballot paper, the details of which are as follows:

Details	Remote E-voting	Voting by ballot at the AGM	Total Voting
Number of members who cast their votes	11	36	47
Total Number of shares held by them	2072946	3165	2076111

The votes casted in favour and against of the resolution and invalid votes are casted are mentioned under each of the Resolution.

The resolution wise results of the Remote E-voting together with that of the voting conducted at the venue of the AGM by way of Ballot Papers are as under:

ORDINARY BUSINESS

- I. **Resolution No. 1 – Consideration and Adoption of Audited Financial Statements for the year ended on 31st March, 2015 and the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)**

(i) Voted in favour of the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-voting	11	2072946	100.00
Voting by ballot at the venue	36	3165	97.38
Total	47	2076111	

(ii) Voted against the resolution			
Manner of Voting	Number of members voted	Number of votes cast in ' Against ' of resolution	% of total number of valid votes cast
Remote E-voting	NIL	NIL	NIL
Voting by ballot at the venue	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes		
Manner of Voting	Number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-voting	NIL	NIL
Voting by ballot at the venue	2	85
Total	2	85

II. Resolution No. 2 – Declaration of dividend on Equity Shares. (Ordinary Resolution)

(i) Voted in favour of the resolution			
Manner of Voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-voting	11	2072946	100.00
Voting by ballot at the venue	36	3165	97.38
Total	47	2076111	

(ii) Voted against the resolution			
Manner of Voting	Number of members voted	Number of votes cast in ' Against ' of resolution	% of total number of valid votes cast
Remote E-voting	NIL	NIL	NIL
Voting by ballot at the venue	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes		
Manner of Voting	Number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-voting	NIL	NIL
Voting by ballot at the venue	2	85
Total	2	85

III. Resolution No. 3 – Appointment of Mr. Kartik Talwar, who retires by rotation and being eligible offers himself for re-appointment as a Director of the Company. (Ordinary Resolution)

(i) Voted in favour of the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-voting	11	2072946	100.00
Voting by ballot at the venue	36	3165	97.38
Total	47	2076111	

(ii) Voted against the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote E-voting	NIL	NIL	NIL
Voting by ballot at the venue	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes		
Manner of Voting	Number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-voting	NIL	NIL
Voting by ballot at the venue	2	85
Total	2	85

IV. Resolution No. 4 – Re-appointment of Statutory Auditors and to fix their remuneration. (Ordinary Resolution)

(i) Voted in favour of the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-voting	11	2072946	100.00
Voting by ballot at the venue	36	3165	97.38
Total	47	2076111	

(ii) Voted against the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote E-voting	NIL	NIL	NIL
Voting by ballot at the venue	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes		
Manner of Voting	Number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-voting	NIL	NIL
Voting by ballot at the venue	2	85
Total	2	85

V. Resolution No. 5 – Re-appointment of Mr. Tarun Talwar as Managing Director of the Company. (Special Resolution)

(i) Voted in favour of the resolution			
Manner of Voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-voting	11	2072946	100.00
Voting by ballot at the venue	36	3165	97.38
Total	47	2076111	

(ii) Voted against the resolution			
Manner of Voting	Number of members voted	Number of votes cast in ' Against ' of resolution	% of total number of valid votes cast
Remote E-voting	NIL	NIL	NIL
Voting by ballot at the venue	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes		
Manner of Voting	Number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-voting	NIL	NIL
Voting by ballot at the venue	2	85
Total	2	85

VI. Resolution No. 6 – Re-appointment of Mr. Sanjay Sharma as Executive Director of the Company. (Special Resolution)

(i) Voted in favour of the resolution			
Manner of Voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-voting	11	2072946	100.00
Voting by ballot at the venue	36	3165	97.38
Total	47	2076111	

(ii) Voted against the resolution			
Manner of Voting	Number of members voted	Number of votes cast in ' Against ' of resolution	% of total number of valid votes cast
Remote E-voting	NIL	NIL	NIL
Voting by ballot at the venue	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes		
Manner of Voting	Number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-voting	NIL	NIL
Voting by ballot at the venue	2	85
Total	2	85

VII. Resolution No. 7 – Re-appointment of Mr. Vijay Kumar Sharma as Executive Director of the Company. (Special Resolution)

(i) Voted in favour of the resolution			
Manner of Voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-voting	11	2072946	100.00
Voting by ballot at the venue	36	3165	97.38
Total	47	2076111	

(ii) Voted against the resolution			
Manner of Voting	Number of members voted	Number of votes cast in ' Against ' of resolution	% of total number of valid votes cast
Remote E-voting	NIL	NIL	NIL
Voting by ballot at the venue	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes		
Manner of Voting	Number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-voting	NIL	NIL
Voting by ballot at the venue	2	85
Total	2	85

All the resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of Ballot Papers with the requisite majority and deemed to be passed as on the date of the AGM

The register, all other papers and relevant records relating to voting shall remain in safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

**For Sonal Agarwal & Associates
Company Secretaries**

**Sd/-
Sonal Agarwal
Proprietor
M. No.: A33123
COP No. 12199**

**Place: Faridabad
Date: 12.08.2015**

Witnesses:

**Sd/-
Suresh Jindal
House No. 37, Sector 55,
Faridabad, Haryana – 121 004**

**Sd/-
Rajesh Agarwal
D3-502, Puri Pranayam, Sector
82-85, Faridabad, Haryana -
121 004**