

SONAL AGARWAL & ASSOCIATES

Company Secretaries

To

The Chairman
Talbro Engineering Limited
(CIN:L74210HR1986PLC033018)
Plot No. 74-75, Sector 6,
Faridabad, Haryana -121006

Sub: Passing of resolution through Postal Ballot

Dear Sir

Pursuant to the Board resolution passed by the Board of Directors of TALBROS ENGINEERING LIMITED (hereinafter referred to as "TALBROS" or "COMPANY") on 27th June, 2015, I have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the Special Resolution as circulated in the Postal Ballot Notice dated 27th June, 2015

To enable wider participation of shareholders, SEBI vide its circular no. CIR/CFD/DIL/6/2012 dated July 13, 2012 as amended by its circular CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014, has made a provision under revised clause 35B of Listing Agreement mandating all listed companies, to provide for e-voting facility to their shareholders, in respect of all those businesses which are transacted through postal ballot by such companies. Since TALBROS is a listed entity, it falls within the requirements as specified in the above mentioned circulars of SEBI. Further, in terms of Section 108 and 110 of Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, e-voting of the Postal Ballot has been made applicable to the 'Company'.

TALBROS accordingly had made arrangements with the System Provider "Central Depository Services (India) Limited" (hereinafter referred to as "CDSL") for providing a system for recording votes of the shareholders cast electronically through e-voting. The Company has also accordingly made arrangements through its Registrar and Transfer Agents, Beetal Financial and Computer Services Private Limited (hereinafter referred as "RTA") to set up the e-voting facility on the CDSL's e-voting website www.evotingindia.com. The Company has also uploaded the Postal Ballot Notice containing the resolutions together with the explanatory statement on its website www.talbrosexles.com and that of the Service Provider CDSL.

The Company through its RTA has also uploaded the resolutions together with the explanatory statement on which e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by RTA, CDSL has been done by the Company through its RTA. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice dated 27th June, 2015 sent to the shareholders by e-mail and by registered post service. The above activities were completed by 07th July, 2015. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of 03rd July, 2015 (cut-off date). The Special Resolution proposed for approval of the shareholders is as under:

S. No.	Type of Resolutions	Description of the resolutions
1.	<p><u>Special Resolution</u></p> <p>Providing security in connection with the borrowing of the Company as per section 180(1)(a) of the Companies Act, 2013</p>	<p>“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).</p> <p>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.”</p>

I report that the Postal Ballot Notice dated 27th June, 2015 as per the provisions of Section 110 of the Companies Act, 2013, read with rule 22 of the Companies (Management and Administration) Rules, 2014 were dispatched to the shareholders numbering 4853 by Registered Post in physical form. The Notices sent in physical form were accompanied with self-addressed prepaid postage Business Reply Envelope which was required to be returned by the shareholders on or before 05:00 p.m. on 06th August, 2015. In addition to the above, Postal Ballot Notices were also sent via electronic mode by RTA to 1057 no. of shareholders at their email addresses registered with the Depository Participants as per the data downloaded from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 03rd July, 2015 (cut-off date). I further report that as stated in the Postal Ballot Notice sent to the shareholders, the 'Company' had fixed 05:00 p.m. on Thursday August 06, 2015 as the last date for receipt of Postal Ballots and for completing the E-voting.

As stated in sub rule 3 of Rule 20 as well as Rule 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in "The Financial Express" (English Newspaper) and in "Media Darshan" (Hindi Newspaper), on 08th July, 2015, informing about the completion of Dispatch of the Postal Ballot Notices, both by Registered Post and e-mail, wherever applicable, to the shareholders along with other related matters mentioned therein.

I report that I have received 1 Postal Ballot form from the shareholder during the period starting from Tuesday, 07th July, 2015 till Thursday, 06th August, 2015. The Postal Ballot form together with the votes cast by E-voting through CDSL received upto 05:00 p.m. on Thursday, 06th August, 2015 being the last date fixed by the Company for receipt of postal ballot forms/e-voting was considered for my scrutiny.

Envelopes numbering 72 containing Postal Ballot Forms returned undelivered by Postal authorities and these envelopes were not opened and will be taken up for the destruction by the company after announcement of the results.

On 06th August, 2015, after the closure of e-voting period till 05:00 p.m., the votes cast through e-voting facility were duly unblocked by me as a scrutinizer in the presence of Mr. Suresh Jindal and Mr. Rajesh Agrawal witnesses not in employment of the Company, as prescribed under Sub-Rule 3(xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014. Since e-voting facility was provided by CDSL, the details of the e-voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly complied by the RTA. While the details of the e-voting was provided by the system provider namely CDSL, the compilation of the Register in respect of the Postal Ballots containing the statement of shareholder's name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected were generated by the RTA which have been duly scrutinized.

On scrutiny, I report that out of 5910 shareholders 11 shareholders have exercised their vote through e-voting and 1 shareholder has exercised her vote through postal ballot form, as received. Further, e-voting platform was option for the members to cast their votes. The details of polling results for the item placed for consideration by the members are given below:

Item No. 1

Providing Security in connection with the borrowings of the company as per section 180(1)(a) of the Companies Act, 2013

“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.”

Total No. of shareholders	5910	
Total No. of Shares	2538252	
Receipt of Postal Ballot Forms	Form 07 th July, 2015 to 06 th August, 2015	
	Numbers of Votes	Number of shares
Total votes caste through e-voting	11	2072956
Total votes caste through Postal Ballot Forms Received	1	398
Grand Total of e-voting / Postal Ballot Forms	12	2073354
Less: Invalid e-voting/Postal Ballot Forms	NIL	NIL
Net e-voting / Postal Ballot Forms	12	2073354

Note:

- (i) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot notice whichever is less.
- (ii) There are Nil cases where investors have voted both in physical mode as well as in electronic mode.

Summary of Postal Ballot

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	1835936	1835936	100	1835936	NIL	100	NIL
Public Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others	702316	237418	33.81	237418	NIL	100	NIL

Percentage of votes cast in favour: 100.00

Percentage of votes cast against: NIL

RESULTS:

The total votes cast by the shareholders are in favour of the resolution, I report that the Special Resolution as set forth in item no. 1 of Postal Ballot Notice dated 27th June, 2015 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed on the date of declaration of results.

I further report that as per the Postal Ballot Notice dated 27th June, 2015 and the Board Resolution dated 27th June, 2015, the Chairman or any other authorised person in that behalf may declare and confirm the above results of voting by postal ballot in respect of the resolutions referred on before 08th August, 2015 as intimated to the Stock Exchange(s). The results of the Postal Ballot together with the Scrutinizer's Report would be displayed on Company's website www.talbroxaxles.com and on the website of CDSL on passing of resolutions and shall be communicated to the Stock Exchanges.

I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with. I further report that as per the said rules, the records maintained by me including the data as obtained from RTA, the system provided for the e-voting facility extended by them recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number/DP/ID/Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman or any other person authorized approves and signs the minutes of the meeting.

I thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot of your Company.

**For Sonal Agarwal and Associates
Company Secretaries**

**Sd/-
Sonal Agarwal
Proprietor
COP No. 12199**

Place: Faridabad

Date: 07th August, 2015

Witnesses:

**Sd/-
Mr. Suresh Jindal**

**Sd/-
Mr. Rajesh Agrawal**