



TALBROS ENGINEERING LIMITED

Regd. Office: Plot No. 74-75-76, Sector 6, Faridabad, Haryana – 121 006

CIN: L74210HR1986PLC033018

Phone: 0129-4284300, Fax: 0129-4061541

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

NOTICE OF 33RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Third Annual General Meeting of the members of Talbro's Engineering Limited will be held as under to transact the following businesses:

Day, Date : Monday, 30th September, 2019
Time : 10:30 a.m.
Venue : Moti Mahal, SCO 16P, Huda Market,
Sector 16, Faridabad,
Haryana-121 002

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2019 including audited Balance Sheet as at 31st March, 2019, the statement of audited Profit & Loss for the year ended 31st March, 2019, Board's Report and Auditors' Report thereon.
2. To declare dividend on the equity shares.
3. To appoint a Director in place of Mr. Vijay Kumar Sharma (holding DIN : 06394784), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To confirm the appointment of Mr. Sanjay Sharma (holding DIN : 06394774) as an Executive Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of section 149, 152, 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with schedule V to the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), recommendations of Nomination and Remuneration Committee and Articles of Association of the Company, Mr. Sanjay Sharma (DIN : 06394774), who was appointed as

an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Executive Director of the Company to hold the office for 5 (five) consecutive years for a term up to 31st October, 2023, whose period of office shall be liable to retire by rotation. The aggregate remuneration (With an annual increment upto 20%) to be paid to Mr. Sanjay Sharma is set out herein below:

Basic Salary: ₹ 31,414/- p.m.
House Rent Allowance: ₹ 27,902/- p.m.
Conveyance Allowance: ₹ 25,526/- p.m.
Other Allowances: ₹ 16,290/- p.m.

- Besides above remuneration, children education allowance, contribution towards provident fund & superannuation fund & annuity fund, bonus, encashment of leave, gratuity, medical reimbursement and LTA will be paid as per rules of the Company and will not be considered as a part of remuneration.
- Reimbursement of Expenses: Expenses incurred for travelling, boarding and lodging for company's business shall be reimbursed and not considered as perquisites.

RESOLVED FURTHER THAT in the absence of profit or inadequacy of profit in any financial year during his tenure, the remuneration as set out above be paid to Mr. Sanjay Sharma (DIN : 06394774) as minimum remuneration, subject to necessary approval(s), as may be required.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in

relation thereto in order to give effect to the foregoing resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorised to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Sanjay Sharma (DIN: 06394774) as an Executive Director, including the components of the remuneration payable to him subject to overall limit as approved by the members.

**By order of the Board
For Talbros Engineering Limited**

Sd/-
(Ankush Jindal)
Company Secretary
M. No. A26017

Place : Faridabad
Date : 5th August, 2019

NOTES:

1. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the person seeking re-appointment as Director under Item No. 3 and 4 of the Notice is also annexed.
2. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.**

The instrument appointing the proxy should, however, be deposited at the registered office, duly completed and signed, not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Pursuant to the provisions of Section 72 of Companies Act, 2013, Shareholders holding shares in physical mode are requested to file a

Nomination Form in respect of their shareholdings. Any shareholder wishing to avail this facility may submit the form to the Company's Registrar and Share Transfer Agent, Beetal Financial & Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Das Mandir, New Delhi-110062, in the prescribed statutory form SH-13.

4. Corporate Members are requested to send the certified copy of Board Resolution in favour of the authorized representative attending the meeting.
5. Members, Proxies and Authorised Representatives are requested to bring their attendance slip along with copy of Annual Report to the Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is given below.
8. Brief resume of Directors proposed to be appointed / re-appointed along with such other details as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and secretarial standards on General Meetings, are provided as Annexure to this Notice.
9. Relevant documents referred to in the accompanying notice and the statement is open for inspection by the members at the Registered Office of the company on all working days, except Saturdays, during business hours up to the date of the Meeting.
10. The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend for year 2019.
11. Final Dividend of ₹ 1.50 per share has been recommended by the Board of Directors for the year ended on 31st March, 2019 and subject to the approval of shareholders at ensuing Annual General Meeting, is proposed to be paid on and from 30th September, 2019.
12. Members holding shares in electronic form are

- requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Registrar.
13. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact to the Company / Registrar for assistance in this regard.
 14. Pursuant to the provisions of section 124 of the Companies Act, 2013, any amount remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by Central Government. No such amount is pending overdue for transfer to IEPF by the company.
 15. If dividend proposed is declared at Annual General Meeting, the payment of such dividend will be made to those members of the Company whose name appeared in the Register of Members as on Monday, 23rd September, 2019. The dividend will be payable within 30 days of the approval in Annual General Meeting.
 16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and bank details by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and bank details to the Company / Registrar.
 17. Non-Resident Members are requested to inform the company/ Registrar immediately the particulars of their bank account maintained with complete name, branch, account type, account number and address of the bank with pin code.
 18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
 19. Electronic copy of the Annual report for financial year 2018-19 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2019 is being sent in the permitted mode.
 20. The route map showing direction to the venue of 33rd Annual General Meeting is annexed.
 21. Electronic copy of the Notice of the 33rd Annual General Meeting of the company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form is being sent in the permitted mode.
 22. Members may also note that the Notice of 33rd Annual General Meeting and the Annual Report for 2019 will also be available on the Company's website www.talbrosexles.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered office in Faridabad for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request of the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: cs@talbrosexles.com.
 23. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**

24. Annual Report for 2019 is being sent separately in permitted mode.

25. Voting through electronic means

- a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means and the business as may be transacted through e-voting services provided by **Central Depository Services (India) Limited (CDSL)**.

Procedures and Instructions for E-Voting are as follows:

- (i) The e-voting period begins on Friday, 27th September, 2019 from 09:00 a.m. onwards and ends on Sunday, 29th September, 2019 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 Monday, 23rd September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the AGM date may attend the AGM but shall not be entitled to vote at the AGM.
- (iii) Log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders / Members.
- (v) 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.
- (vi) Next enter the character displayed on the Image Verification and Click on Login.
- (vii) Members 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.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department
	<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 in capital letters followed by 8 digits of the sequence number in the PAN field. The sequence number is printed on the Address Slip on the envelope or e-mail text, as the case may be.
	<ul style="list-style-type: none"> • In case the sequence number is less than 8 digits enter the applicable number of 0's before the sequence 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.
Dividend Bank Details OR Date of Birth (DOB)	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 <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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN relevant of “TALBROS ENGINEERING LIMITED”.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) **Members 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **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.
- (xxi) 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 may follow the same instructions as mentioned above for e-voting.
- (xxii) 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. The contact details of official responsible to address grievances connected with remote e-voting are Shri Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compound, N M Joshi Marg, Lower Parel (E), Mumbai – 400013.; Phone No. 1800225533 or write an email to helpdesk.evoting@cdslindia.com.
26. The Board of Directors has appointed Mr. Anuj Gupta, proprietor of M/s Anuj Gupta & Associates, Practicing Company Secretary as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

27. The scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the General Meeting unblock the votes in the presence of atleast two (2) witnesses not in the employment of the company and make a Scrutinizers Report of the votes cast in favour or against, if any, forthwith to the Company Secretary of the Company.
28. The results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.talbrosexles.com within three (3) days of passing of the resolutions at the AGM of the company and communicated to the Stock Exchange.
29. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, upon poll being demanded, in the larger interest of the Members, the Chairman of the Company may order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all businesses specified in the accompanying Notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not be entitled to vote by way of poll at the Meeting. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.
30. Members are further informed that as a part of Green initiative taken by Ministry of Corporate Affairs, the Company is sending this Annual Report and would send all the future Notices and Communications to the e-mail addresses of the shareholders, whose e-mail are registered with the company or either with the Depository. However, the shareholders whose e-mail ids are not registered with the company or either with the depository would continue to receive the same in physical form. Any shareholder desirous of receiving physical copy of any document can apply for the same to the company. The shareholders whose e-mail id's are not registered with the company, are requested to register the same so that they would be able to receive the information in quick time and also it would be useful to the environment.
31. Members holding shares in physical form may avail nomination facility by giving the particulars of their nomination in the prescribed form to the Registrar and Share Transfer Agent.
32. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Beetal (Registrar), for consolidation into single folio.
33. Members who have not yet encashed their dividend warrants for the year 2011-12 onwards are advised to forward such warrants to Beetal Financial and Computer Services Pvt. Ltd. (RTA) of the company for revalidation.
34. Members seeking any information on the accounts are requested to write to the Company at least ten days in advance so as to enable the Management to keep the information ready, in reply to the same at the Annual General Meeting.
35. Members are requested to:
- Bring their copy of Annual Report and attendance slip at the venue of the meeting.
 - Quote their Folio/DP & client ID NO. in all correspondences with the Company/R & T Agent.
 - Note that shareholders present in person or through registered proxy shall only be entertained.
 - The attendance slips/proxy form should be signed as per the specimens signatures registered with the R& T Agent/Depository Participant (DP). Please carry photo ID card for identification/verification purposes.
36. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and the circular issued by MCA, no gifts/coupons shall be distributed at the Meeting.

EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 4

Mr. Sanjay Sharma (holding DIN : 06394774), aged 51 years has been appointed as an Additional Director of

the Company w.e.f. 01st November, 2018 pursuant to the provisions of Section 161 of Companies Act, 2013, who holds the office of Director upto the date of ensuing Annual General Meeting. Mr. Sharma is a Post Graduate Diploma Holder in Mechanical Engineering and holds a rich and vast experience of approx. 25 years in the field of production and general administration.

Keeping in view his knowledge of various aspects relating to the company's affairs and vast experience, the Board of Directors considered that for the smooth and efficient running of the business, the services of Mr. Sanjay Sharma should be available to the Company for a further period of five years.

It is proposed to seek members' approval for the appointment and remuneration payable to Mr. Sanjay Sharma as Whole time Director designated as Executive Director of the Company, in terms of the applicable provisions of the Act as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

The Whole time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and direction given by the Board from time to time in all respects and confirm to and comply with all such directions and regulations as may from time to time be given and made by the Board and functions of the Whole time Director will be under the overall authority of Chief Operating Officer. The Whole time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions as contained in section 166 of the Companies Act, 2013 with regard to the duties of Directors.

Mr. Sanjay Sharma satisfies all the conditions as set out in Part I of Schedule V and conditions as set out in sub section (3) of Section 196 of the Act, being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Sharma under section 190 of the Act.

None of the Directors/ Key Managerial Personnel of the Company except Mr. Sanjay Sharma is concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the special resolution set out in Item No. 4 of the Notice for approval by the members.

Nature of concern or interest and other particulars

1. No Director, Key Managerial Personnel and their relatives are concerned or interested in Resolution No. 4 proposing his confirmation as Executive Director for a term of five (5) consecutive years.
2. None of the Directors and Key Managerial Personnel of the Company holds more than 2% of the shareholding in the Company.
3. None of the Directors of the Company are directors of any other Public Limited Company.
4. The Nomination and Remuneration committee and the Board of Directors have approved and recommended to shareholders confirmation of Mr. Sanjay Sharma as an Executive Director of the Company for a period of 5 (Five) consecutive years.

Information as per the provisions of Section II of Part II of Schedule V is as follows:**I. General Information:**

- a. Nature of the Industry: Company is engaged in the business of manufacturing of motor vehicle parts (Rear Axle Shafts).
- b. Year of commencement of Commercial Production: 1994
- c. Financial Performance: Performance of the Company in details has been mentioned in Board's Report
- d. Foreign Investments or Collaborations: NIL

II. Information about the appointee:

- a. Background Details: Mr. Sanjay Sharma aged 51 years has done his post graduate diploma in Mechanical Engineering and he had approx. 25 years of experience in handling operations and management.
- b. Past Remuneration: Mr. Sanjay Sharma has joined the Company as an Additional Executive Director w.e.f. 01.11.2018. Prior to joining, Mr. Sharma was working with Microns India as CEO. Prior to that, Mr. Sharma was Executive Director of the Company.
- c. Recognition or Awards: NIL
- d. Job Profile and his suitability: Mr. Sanjay Sharma has a wide experience of Twenty Five years. He has served the position of Executive Director of the Company in past and he is well

versed with the working operations of the Company.

- e. Remuneration Proposed: The consolidated monthly remuneration proposed to be paid to Mr. Sharma is Rs. 1,01,132/-
- f. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The exact latest data of the comparative remuneration profile of Executive Director of Auto Mobile Industry is not available. However, the remuneration and profile of Executive Director of Industry with comparable status are generally receiving remuneration in the above scale only.
- g. Pecuniary relationship directly or indirectly with the Company: Mr. Sanjay Sharma does not have any pecuniary relationship with the Company and its managerial persons.
- h. Directorship with other entities: NIL

III. Other Information:

- (1) Reasons for loss or inadequate profits: Not Applicable
- (2) Steps taken or proposed to be taken for improvement: The Company is continuously striving towards better growth in future.
- (3) Expected increase in productivity and profits in measurable terms: The Company has adopted various measures to increase its productivity and profitability which includes installation of better and upgraded technology which will substantially increase the production of the Company.

**By order of the Board
For Talbros Engineering Limited**

Sd/-
(Ankush Jindal)
Company Secretary
M. No. A26017

Place: Faridabad
Date : 05/08/2019

The statement of disclosures pursuant to Secretarial Standard – 2 on general Meeting and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended is as under:

S. No.	Particulars	Description	
1	Name of Director	Mr. Vijay Kumar Sharma (DIN: 06394784)	Mr. Sanjay Sharma (DIN: 06394774)
2	Nature of Appointment	Director retires by rotation and being eligible, seeks re-appointment	Confirmation of appointment as Executive Director
3	Reference of Resolution Number in Notice	3	4
4	Father's Name	Mr. Mangatram Sharma	Mr. Sudershan Kumar Sharma
5	Relationship with other Directors	NIL	NIL
6	Date of Birth	15/07/1962	04/01/1968
7	Brief Resume of Directors	Executive Director of the Company	Executive Director of the Company
8	Qualifications	Diploma in Mechanical Engineering	Post Graduate Diploma in Mechanical Engineering
9	Expertise	Management and Operations	Management and Operations
10	Date of last appointment	01.10.2015	01.11.2018 (as an Additional Director)
11	List of outside Directorships Held (Public Limited Co.)	NIL	NIL
12	Member of the Committees in other Companies in India	NIL	NIL
13	Shareholding in the Company	NIL	NIL
14	Number of Meetings of the Board attended	Please refer Corporate Governance Report	Please refer Corporate Governance Report
15	Details of remuneration last drawn	Please refer Corporate Governance Report	Please refer Corporate Governance Report



TALBROS ENGINEERING LIMITED

CIN: L74210HR1986PLC033018

Regd. Office: Plot No. 74-75-76, Sector 6, Faridabad, Haryana – 121006

Ph.: 0129-4284300, Fax: 0129-4061541

Email: cs@talbrosaxles.com, Website: www.talbrosaxles.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

33rd Annual General Meeting – September 30, 2019			
Name of the member(s)			
Registered Address			
E-mail Id			
Folio No./Client ID		DP ID	

I/We, being the member(s) of.....shares of the above named company, hereby appoint

- Name : Email :
Address :
Signature :or failing him/her
- Name : Email :
Address :
Signature :or failing him/her
- Name : Email :
Address :
Signature :

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf, at the 33rd ANNUAL GENERAL MEETING of the Company to be held on Monday, the 30th September, 2019 at Moti Mahal, SCO 16P, Huda Market, Sector 16, Faridabad, Haryana – 121 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial year ended on March 31, 2019		
2	Declaration of Dividend on Equity Shares		
3	Appoint a director in place of Mr. Vijay Kumar Sharma, who retires by rotation and being eligible offers himself for re-appointment		
Special Business			
4	Confirmation of appointment of Mr. Sanjay Sharma as an Executive Director of the Company		

Signed thisday of.....2019.

Affix a Revenue Stamp

Signed of the member :

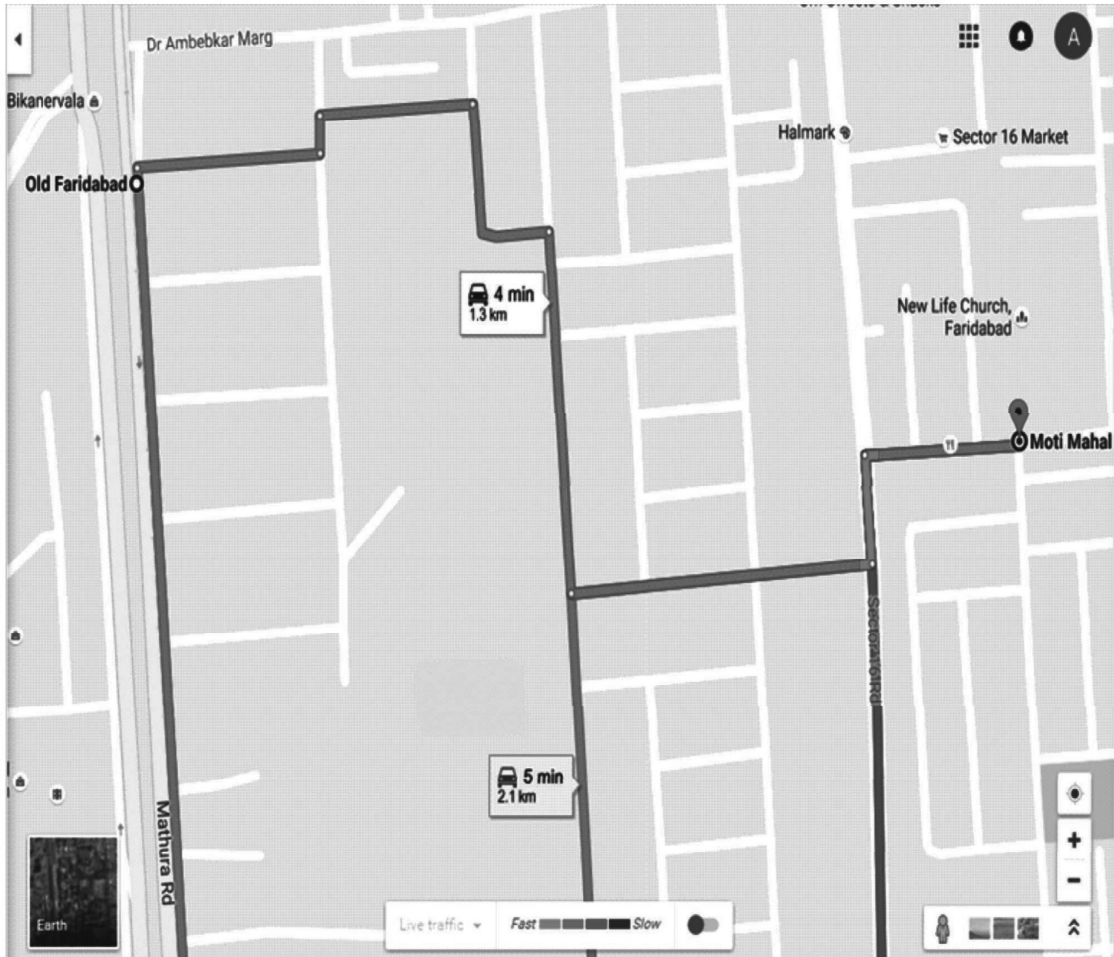
Signature of the Proxy Holder(s) :

NOTE:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 33rd Annual General Meeting.
- * It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
- Please complete all details including detail of member(s) in above box before submission.

ROUTE MAP TO THE AGM VENUE

Venue: Moti Mahal, SCO 16P, Huda Market, Sector 16, Faridabad, Haryana - 121 002



Distance from Old Faridabad: 1.3 Kms.

Distance from Faridabad Railway Station: 5.4 Kms. (Including distance of U turn from Neelam Flyover)

Distance from Neelam Chowk Metro Station: 2.4 Kms