



AYAZ A. SIDDIQUI & CO.

Chartered Accountant

B-387B, 1st Floor, Nehru Ground, N.I.T., Faridabad - 121001

Mob. : 9013520317, 9212443781

E-mail : sareefahmed@yahoo.com

FORM NO. MGT-13

SCRUTINIZER'S REPORT

Presented to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014

Date

To
The Chairman
28th Annual General Meeting of the
Equity Shareholders of Talbros Engineering Limited
To be held on Saturday, 13th September, 2014 at 11:30 a.m. at
Hotel Millennium, 67, Neelam Bata Road, N.I.T.,
Faridabad, Haryana -121001

Dear Sir

I Sareef Ahmed, partner of M/s Ayaz A Siddiqui & Co., Chartered Accountants in Practice, having office at B-387, 1st Floor, Nehru Ground, Faridabad, Haryana – 121 001 have been appointed as Scrutinizer by the Board of Directors of Talbros Engineering Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority of e-voting carried out, as per the provisions of the Companies Act, 2013 and rule 20 of Companies (Management and Administration) Rules, 2014, on the resolutions as set out in the notice dated 07th August, 2014 of the 28th Annual General Meeting of the Equity Shareholders of the Company to be held on 13th September, 2014 at 11:30 am. at Hotel Millenium, 67, Neelam Bata Road, Faridabad, Haryana – 121001. Accordingly, I submit my report on completion of e-voting process as under:

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 09:30 a.m. (IST) on 08th September, 2014 up to 05:00 p.m. (IST) on 9th September, 2014.
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 08th August, 2014.
4. The votes cast electronically were unblocked on 10th September, 2014 at 03:00 p.m. after the e-voting finished, in the presence of two witnesses, Mr. Neeraj Jain, R/o MCF 3803/2, Sanjay Colony, Sector 23, Faridabad, Haryana – 121 005 and Mr. Abdul Kalam, R/o 1300/9, Parvatiya Colony, Part-I, N.I.T., Faridabad, Haryana – 121 005, who are not in employment of the Company. They have signed in confirmation of the e-vote being unblocked in their presence.

(Signature)



Abdul Kalam

'For' and 'Against' the resolutions, were generated from e-voting website of CDSL and based on such report the result of e-voting on each resolution are given hereunder:

a) **Resolution No. 1 – Adoption of Financial Statements for the year ended on 31st March, 2014**

(i) Voted in favour of the resolution		
Number of members voted through electronic voting system.	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
5	1615487	100

(ii) Voted against the resolution		
Number of members voted through electronic voting system.	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes	
Number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
0	0

b) **Resolution No. 2 – Re-appointment of Mr. Vijay Kumar Sharma as Director of the Company**

(i) Voted in favour of the resolution		
Number of members voted through electronic voting system.	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
5	1615487	100

(ii) Voted against the resolution		
Number of members voted through electronic voting system.	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes	
Number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
0	0

(c) **Resolution No. 3 – Declaration of Dividend**

(i) Voted in favour of the resolution		
Number of members voted through electronic voting system.	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
5	1615487	100

(ii) Voted against the resolution		
Number of members voted through electronic voting system.	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
0	0	0



0	0	0
---	---	---

(iii) Invalid Votes	
Number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
0	0

(d) Resolution No. 4 – Reappointment of M/s Rakesh Raj & Associates as Statutory Auditors

(i) Voted in favour of the resolution		
Number of members voted through electronic voting system.	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
5	1615487	100

(ii) Voted against the resolution		
Number of members voted through electronic voting system.	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes	
Number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
0	0

(e) Resolution No. 5 – To appoint Mr. Sunil Kumar as an Independent Director

(i) Voted in favour of the resolution		
Number of members voted through electronic voting system.	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
5	1615487	100

(ii) Voted against the resolution		
Number of members voted through electronic voting system.	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes	
Number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
0	0

(f) Resolution No. 6 – To confirm the appointment of Ms. Priynka Khattar as an Independent Director



Number of members voted through electronic voting system.	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
5	1615487	100

(ii) Voted against the resolution		
Number of members voted through electronic voting system.	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes	
Number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
0	0

(g) Resolution No. 7 – To consider the borrowing limits u/s 180(1)(c) of the Companies Act, 2013

(i) Voted in favour of the resolution		
Number of members voted through electronic voting system.	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
5	1615487	100

(ii) Voted against the resolution		
Number of members voted through electronic voting system.	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes	
Number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
0	0

(h) Resolution No. 8 – To adopt new Articles of Association of the Company

(i) Voted in favour of the resolution		
Number of members voted through electronic voting system.	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
5	1615487	100

(ii) Voted against the resolution		
Number of members voted through electronic voting system.	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
0	0	0



Number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
0	0

6. The register, all other papers and relevant records relating to electronic 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 Ayaz A Siddiqui & Co.

Chartered Accountants

FRN: 023056N



Sareef Ahmed


Partner

M. No.: 507305

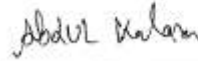
Place: Faridabad

Date: 11.09.2014

Witnesses:



Neera Jain
R/o MCF 3803/2, Sanjay Colony,
Sector 23, Faridabad, Haryana - 121 005



Abdul Kalam
R/o 1300/9, Parvatiya Colony, NIT,
Faridabad, Haryana - 121 005