



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

Ref.....

Date.....

FORM NO. MGT-13

SCRUTINIZER'S REPORT

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To
The Chairman
28th Annual General Meeting of the
Equity Shareholders of Talbros Engineering Limited
Held on Saturday, 13th September, 2014 at 11:30 a.m. at
Hotel Millennium Plus, 57, 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 registered office at B-387, 1st Floor, Nehru Ground, Faridabad, Haryana – 121 001 has been appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 28th Annual General Meeting of the Equity Shareholders of the Talbros Engineering Limited, held on 13th September, 2014 at 11:30 a.m. at Hotel Millenium, 67, Neelam Bata Road, Faridabad, Haryana – 121001, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, a ballot box kept for pooling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence along with 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. The witnesses have signed below in confirmation of the same. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The same were not considered in calculation.

Neeraj Jain



Abdul Kalam

4. The result of the poll is as under:

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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	228207	100
(ii) Voted against the resolution		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes	
Number of members present and voting (in person or by proxy)	Total number of votes cast by them
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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	228207	100

(ii) Voted against the resolution		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes	
Number of members present and voting (in person or by proxy)	Total number of votes cast by them
0	0

(c) Resolution No. 3 – Declaration of Dividend

(i) Voted in favour of the resolution		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	228207	100



(ii) Voted against the resolution		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes	
Number of members present and voting (in person or by proxy)	Total number of votes cast by them
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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	228207	100

(ii) Voted against the resolution		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes	
Number of members present and voting (in person or by proxy)	Total number of votes cast by them
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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	228207	100

(ii) Voted against the resolution		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) Invalid Votes	
Number of members present and voting (in person or by proxy)	Total number of votes cast by them
0	0

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

(i) Voted in favour of the resolution		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	228207	100

(ii) Voted against the resolution		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes	
Number of members present and voting (in person or by proxy)	Total number of votes cast by them
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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	228207	100

(ii) Voted against the resolution		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes	
Number of members present and voting (in person or by proxy)	Total number of votes cast by them
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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	228207	100

(ii) Voted against the resolution		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes	
Number of members present and voting (in person or by proxy)	Total number of votes cast by them
0	0

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by Board for safe keeping.

Thanking You,

For Ayaz A Siddiqui & Co.

Chartered Accountants

FRN: 023056N

Sareef Ahmed

Partner

M. No.: 507305

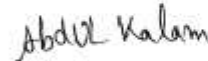
Place: Faridabad

Date: 15.09.2014

Witnesses:


Naveen 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