



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@bnt-talbro's.com, Website: www.talbro'saxles.com

NOTICE OF 31ST ANNUAL GENERAL MEETING

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

Day, Date : Thursday, 28th September, 2017
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, 2017 including audited Balance Sheet as at 31st March, 2017, the statement of audited Profit & Loss for the year ended 31st March, 2017, 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.

4. To appoint M/s DSRV and Co. LLP (Formerly known as Dinesh Mohan & Co.) (FRN: 006993N) as Statutory Auditors of the Company in place of M/s Rakesh Raj & Associates, Chartered Accountants (FRN: 005145N) and to fix their remuneration. In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s DSRV and Co. LLP (Formerly known as Dinesh Mohan & Co.), Chartered Accountants (FRN: 006993N), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of section 141 of the Companies Act, 2013, and applicable rules, be and are hereby appointed as Statutory Auditors of the Company (in place of M/s Rakesh Raj & Associates, Chartered Accountants, the retiring auditors) for a term of five years commencing from the conclusion of this meeting until the conclusion of 36th Annual General Meeting to be held in year 2022 (subject to ratification of their appointment by the members at every Annual General Meeting) on such remuneration as may be agreed by the Audit Committee and Board of Directors in consultation with the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered expedient and necessary in this regard."

SPECIAL BUSINESS:

5. To substitute new set of Memorandum of Association. 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 13 and all other applicable provisions, if any of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and subject to necessary approval(s) if any, from the competent authorities, consent of the Company be and is hereby accorded to substitute the existing Memorandum of Association of the Company by a new set of Memorandum of Association.

RESOLVED FURTHER THAT any one of the Director or Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary in this regard."

6. To increase the Authorised Share Capital of the Company and consequent alteration of the Capital clause in the Memorandum of Association of the Company. In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 sub-section (1), read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the Authorised Share Capital of the Company be and is hereby increased from existing Rs. 3,00,00,000/- (Rupees Three Crores Only) dividend into 30,00,000 (Thirty Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) to Rs. 5,10,00,000/- (Rupees Five Crores Ten Lakhs Only) dividend into 51,00,000 (Fifty One Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by creation of additional 21,00,000 (Twenty One Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new clause V as under:

V. The Authorised Share Capital of the Company is Rs. 5,10,00,000/- (Rupees Five Crores Ten Lakhs Only) divided into 51,00,000 (Fifty One Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion deem appropriate."

7. To issue Bonus Shares by way of capitalization of Reserves and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 63 of the Companies Act, 2013 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), Articles of Association of the Company and provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such other consents and approvals as may be required from the appropriate authorities, the consent of the shareholders be and is hereby accorded to capitalize a sum of Rs. 2,53,82,520/- (Rupees Two Crores Fifty Three Lakhs Eighty Two Thousand Five Hundred Twenty Only) out of Securities Premium Account or such other account for distribution among the holders of existing fully paid equity shares of Rs. 10/- each of the Company, whose names will appear in the Register of Members / Beneficial Owners position of the Company on a date (Record Date) to be decided by the Board of Directors, as an increase of the nominal amount of the share capital of the Company held by each such shareholder, and not as income or in lieu of dividend, credited as 25,38,252 (Twenty Five Lakhs Thirty Eight Thousand Two Hundred Fifty two) Equity shares of Rs. 10/- each as bonus shares in the proportion of 1 (One) new equity bonus share of Rs.10/- each for every 1 (One) existing fully paid equity shares of Rs. 10/- each held.

RESOLVED FURTHER THAT the new equity bonus shares of Rs. 10/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted.

RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of the new equity bonus shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the new equity bonus shares will be credited to the demat account of the allottees, who are holding the existing equity shares in demat form.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations,

changes, variations in this regard as prescribed by the Statutory authority(ies) and which the Board / Committee of the Board or any officer(s) authorized by the Board of Directors in its discretion thinks fit and proper.”

By order of the Board
For **Talbro's Engineering Limited**

Sd/-
(Sanjay Sharma)
Executive Director
DIN: 06394774

Place : Faridabad
Date : 17th August, 2017

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

Item No. 5

The existing Memorandum of Association (“MOA”) of the Company, based on Companies Act, 1956 are not in conformity with the Companies Act, 2013. Several clauses of MOA requires alteration / deletion. Therefore, it is required to adopt new set of MOA (primarily based on Table A set out under Schedule I to the Companies Act, 2013) in place of existing MOA.

In terms of Section 13 of the Companies Act, 2013, consent of members by way of Special Resolution if required for adoption of new set of Memorandum of Association. The entire set of proposed new set of Memorandum of Association is available on the website of the Company. Members can also obtain a copy of the same from the Company's Registered Office.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid Resolution for the approval by members as Special Resolution.

Item No. 6

In order to increase the capital base by issuance of bonus equity shares, it is required and proposed to increase the Authorised Share Capital of the Company from existing Rs. 3,00,00,000/- (Rupees Three Crores Only) divided into 30,00,000 (Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 5,10,00,000/- (Rupees Five Crores Ten Lakhs Only) divided into 51,00,000 (Fifty One Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The Resolution seeks approval of Members to increase the Share Capital and to amend the said clause.

The Board of Directors recommends the passing of this Resolution by ordinary resolution. None of the Directors / Key Managerial Persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution.

Item No. 7

The Company as on 31st March, 2017 have reserves and surplus of Rs. 39.76 Crores and share capital of Rs. 2.53 Crores. Since, reserves are more than 10 times of equity share capital, the issue of bonus shares need to be considered.

The Board of Directors at their meeting held on 17th August, 2017, have recommended the issue of bonus shares subject to the approval of shareholders in the proportion of 1:1 i.e. 1 (One) equity share of Rs. 10/- each of the Company for every 1 (One) existing equity share of Rs. 10/- each fully paid up of the Company held by the shareholders on Record Date to be hereafter fixed by the Board / Committee of the Board or any officers authorized by the Board, by capitalization of a sum of Rs. 2,53,82,520/- (Rupees Two Crores Fifty Three Lakhs Eight Two Thousand Five Hundred Twenty Only) from the free Reserves. The same is proposed to be applied in full by issuing at par 25,38,252 new equity shares of Rs. 10/- each as bonus shares. Consequently, the paid up equity share capital of the Company would increase to Rs. 5,07,65,040/- (Rupees Five Crores Seven Lakhs Sixty Five Thousand Forty Only) consisting of 50,76,504 (Fifty Lakhs Seventy Six Thousand Five Hundred Four) equity shares of Rs. 10/- each.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act, 2013, guidelines issued by Securities and Exchange Board of India (SEBI) and subject to such approvals, if required, from the statutory authorities or Government. As per article 60 of the Articles of Association of the Company, it is necessary to obtain approval of the shareholders for issue of bonus shares by capitalization of free reserves.

The new equity bonus shares of Rs. 10/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted.

Further, it is proposed to authorize the Board of Directors/ Committee of the Board of the Company or any officer(s) authorized by the Board to complete all the regulatory formalities as prescribed by SEBI, Stock Exchanges on which the Company's shares are listed and / or any other regulatory / statutory authority in connection with the issue of bonus shares.

The Board of Directors of the Company recommends the Ordinary Resolution as set out in accompanied notice for approval of the shareholders.

The Directors of the Company and their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

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 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. Corporate Members are requested to send the certified copy of Board Resolution in favour of the authorized representative attending the meeting.
4. Members, Proxies and Authorised Representatives are requested to bring their attendance slip along with copy of Annual Report to the Meeting.
5. 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.
6. 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 above.
7. 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.
8. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 22nd September, 2017 to Thursday, 28th September, 2017 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend for year 2017.
9. Final Dividend of Rs. 2.00 per share has been recommended by the Board of Directors for the year ended on 31st March, 2017 and subject to the approval of shareholders at ensuing Annual General Meeting, is proposed to be paid on and from 28th September, 2017.
10. 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.
11. 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.
12. 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 for transfer to IEPF by the company.

13. 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 Thursday, 21st September, 2017. The dividend will be payable within 30 days of the approval in Annual General Meeting.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) 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 to the Company / Registrar.
15. 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.
16. 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.
17. Electronic copy of the Annual report for financial year 2016-17 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 2017 is being sent in the permitted mode.
18. The route map showing direction to the venue of 31st Annual General Meeting is annexed.
19. Electronic copy of the Notice of the 31st 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 31st 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.
20. Members may also note that the Notice of 31st Annual General Meeting and the Annual Report for 2017 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@bnt-talbro.com.
21. **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.**
22. Annual Report for 2017 is being sent separately in permitted mode.
23. **Voting through electronic means**
- 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 31st 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:**
- The voting period begins on Monday, 25th September, 2017 from 09:00 a.m. onwards and ends on Wednesday, 27th September, 2017 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 Thursday, 21st September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on Shareholders.
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are 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.
 - 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 (Applicable for both demat shareholders as well as physical shareholders) <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 and the 8 digits of the sequence number in the PAN field.

	<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 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)	<p>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.</p> <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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the "TALBROS ENGINEERING LIMITED" on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If 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.
- (xviii) **Shareholders 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.**
- (xix) **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 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.
- (xx) 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 or write an email to helpdesk.evoting@cdslindia.com.
24. The Board of Directors has appointed Ms. Sonal Agarwal, proprietor of M/s Sonal Agarwal & Associates, Practicing Company Secretary as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
25. 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 Chairman of the Company.
26. 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

TALBROS ENGINEERING LIMITED



- resolutions at the AGM of the company and communicated to the Stock Exchange.
27. 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.
 28. 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 of 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.
 29. 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.
 30. 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.
 31. Members who have not yet encashed their dividend warrants for the year 2009-10 onwards are advised to forward such warrants to Beetal Financial and Computer Services Pvt. Ltd. (RTA) of the company for revalidation.
 32. 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.
 33. Members are requested to:
 - a. Bring their copy of Annual Report and attendance slip at the venue of the meeting.
 - b. Quote their Folio/DP & client ID NO. in all correspondences with the Company/R & T Agent.
 - c. Note that shareholders present in person or through registered proxy shall only be entertained.
 - d. 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.
 34. 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.

By order of the Board
For **Talbro's Engineering Limited**

Sd/-
(Sanjay Sharma)
Executive Director
DIN: 06394774

Place : Faridabad
Date : 17th August, 2017

ANNEXURE TO ITEM NO. 2 OF THE NOTICE

Details of Director seeking re-appointment at the 31st Annual General Meeting

Name of the Director	Mr. Vijay Kumar Sharma
Director Identification Number (DIN)	06394784
Date of Birth	04 th January, 1968
Qualification	Diploma in Mechanical Engineering
Expertise in specific areas	Wide Experience in Operations of the Company
Date of Appointment at present designation	01 st October, 2015
Shareholding in the Company	NIL
List of Directorships held in other companies	NIL
Memberships/Chairmanships of the Committees of the Company	Refer to 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@bnt-talbro.com, Website: www.talbrosexles.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]

31st Annual General Meeting – September 28, 2017			
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

1. Name :Email :
Address :
Signature :or failing him/her
2. Name :Email :
Address :
Signature :or failing him/her
3. Name :Email :
Address :
Signature :

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf, at the 31st ANNUAL GENERAL MEETING of the Company to be held on Thursday, the 28th September, 2017 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
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, 2017		
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		
4	Appointment of M/s DSRV and Co. LLP as Statutory Auditors in place of M/s Rakesh Raj & Associates, the retiring Auditors and fixation of their remuneration		
Special Business			
5	Adoption of new set of Memorandum of Association		
6	Increase in Authorised Share Capital of the Company		
7	Issuance of bonus shares by way of capitalization of reserves		

Signed thisday of.....2017.

Signed of the member :

Signature of the Proxy Holder(s) :

Affix a
Revenue
Stamp

NOTE:

1. 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.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 31st Annual General Meeting.
3. * 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.
4. 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