



TALBROS ENGINEERING LIMITED

CIN: L74210HR1986PLC033018

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

Telephone: +91-129-4284300, Fax: +91-129-4061541

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

NOTICE OF 28TH ANNUAL GENERAL MEETING

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

Day, Date : Saturday, 13th September, 2014
Time : 11:30 a.m.
Venue : Hotel Millennium Plus, 57, Neelam Bata Road, N.I.T., Faridabad, Haryana – 121001

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2014 including audited Balance Sheet as at 31st March, 2014, the statement of audited Profit & Loss Account for the year ended 31st March, 2014, Board's Report and Auditors' Report.
2. 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.
3. To declare dividend on Equity Share Capital for the financial year ended on 31st March, 2014.
4. To appoint M/s Rakesh Raj & Associates, Chartered Accountants (FRN: 005145N) as statutory auditors of the Company 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 M/s Rakesh Raj & Associates, Chartered Accountants (Firm Registration No.: 005145N), be and are hereby re-appointed as Auditors of the Company to hold the office from conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors, from time to time."

SPECIAL BUSINESS

5. To appoint Mr. Sunil Kumar (holding DIN: 03619831), as an Independent Director 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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013 and clause 49 of the Listing Agreement, Mr. Sunil Kumar (holding DIN: 03619831), Director of the Company who retires by rotation at the annual general meeting and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an independent director of the company to hold office for a term of 5 (five) consecutive years up to 31st March, 2019."

6. To confirm the appointment of Ms. Priyanka Khattar (holding DIN: 02991593) as an Independent Director 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 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Ms. Priyanka Khattar (DIN: 02991593), 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, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (five) consecutive years for a term up to March 31, 2019."

7. To consider the limits of borrowings under section 180(1)(c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and in supersession of all earlier resolutions passed in this regard under the Companies Act (earlier in force), the consent of the Company be and is hereby accorded to the Board of the Directors of the Company and / or any Committee thereof to borrow at its discretion, either from the Company's Bank or any other Indian or Foreign Bank(s), Financial Institution(s) and / or any other Lending Institutions or persons from time to time such sum(s) of money(s) and the sum(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers/FIs in the ordinary course of business) with or without security on such terms and conditions as they may think fit shall exceed the aggregate of the paid-up capital and free reserves of the Company that is to say, reserves not set apart for any specific purpose provided that the total amount together with the money(s) already borrowed by the Board of Directors but shall not exceed the sum of ₹ 55 Crores (Rupees Fifty Five Crores Only) at any one time."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any Committee or person(s) authorized by the Board be and is/are hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/agreements and to do all acts, deeds, matters and things, as may be required."

8. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and

all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Mr. Sunil Kumar (Date of Birth – 01/11/1976) is an Independent Director of the Company and has held the said position from past 4 (four) years.

Pursuant to the revision in clause 49 of the Listing Agreement by Securities and Exchange Board of India (SEBI) relating to the amendment in conditions for the appointment of independent directors, it is proposed to appoint Mr. Sunil Kumar as an Independent Director of the Company under section 149 of the Companies Act, 2013 and clause 49 of the Listing Agreement to hold the office for a consecutive term of 5 (five) years upto 31st March, 2019.

Mr. Kumar is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Company has received the notice in writing from a member proposing his candidature for the office of Director of the Company. The Company has also received declarations from Mr. Kumar that he meets the criteria of independence as prescribed under section 149(6) of Companies Act, 2013 and under clause 49 of the Listing Agreement.

The Board thinks that Mr. Sunil Kumar fulfills all the conditions for being appointed as an Independent Director as specified in the Companies Act and rules made thereunder and applicable clause of the Listing Agreement.

Mr. Kumar is independent of the management and is not a Director in any other Company in India.

The copy of the draft letter for appointment of Mr. Kumar as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Mr. Sunil Kumar is M. Phil and the Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail services of Mr. Kumar as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Sunil Kumar, being an appointee, none of the directors and Key Managerial Personnel and their relatives is concerned or interested, financial or otherwise, in the resolution as set out in Item No. 5. The explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

The Board commends the Ordinary Resolution set out in Item No. 5 of the Notice for approval by the shareholders.

Item No. 6

The Board of Directors has appointed Ms. Priyanka Khattar as an Additional Independent Director w.e.f. 07th August, 2014 pursuant to the provisions of section 161(1) of the Companies Act, 2013.

In terms of section 161(1) of the Act, Ms. Priyanka Khattar would hold the office up to the date of ensuing Annual General Meeting.

The Company has received a notice from member under section 160 of the Act proposing the candidature of Ms. Priyanka Khattar for the office of Director of the Company.

Ms. Khattar is not disqualified from being appointed as an Independent Director in terms of section 164 of the Act and has given her consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence to appoint an independent director on its Board. As per said section 149, an independent director can hold office for a term of 5 (five) consecutive years on the Board of a company and shall not be included in the total number of directors for retirement by rotation.

The company has received a declaration from Ms. Priyanka Khattar that she meets the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 and under clause 40 of the Listing Agreement. Ms. Khattar possesses appropriate skills, experience and knowledge in the field of finance.

In the opinion of the Board, Ms. Priyanka Khattar fulfills the conditions of appointment as an Independent Director as specified in the Act and Listing Agreement.

Ms. Khattar holds the degree of Masters of Business Administration (MBA) in Finance. She has a good knowledge of corporate finance and accounting, tax planning, profit and loss management, Data analysis, strategic planning etc. She also has a working experience of approx. 3 years in banking operations. Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Ms. Priyanka Khattar is appointed as an independent director.

Copy of the draft letter for appointment as an independent director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the stock exchanges.

Except Ms. Priyanka Khattar, being an appointee, none of the directors and Key Managerial Personnel and their relatives is concerned or interested, financial or otherwise, in the resolution as set out in Item No. 6. The explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

The Board commends the Ordinary Resolution set out in Item No. 6 of the Notice for approval by the shareholders.

Item No. 7

The members may kindly be informed that in the Annual General Meeting of your company held on 26th September, 2012, the shareholders had authorized the Board of Directors to borrow monies up to Rs. 55 crores (Rupees Fifty Five Crores Only) under section 293(1)(d) of the Companies Act, 1956.

However, as per the corresponding provisions of section 180(1)(c) of the Companies Act, 2013 which were notified on 12th September, 2013 and based on clarification issued by Ministry of Corporate Affairs vide General Circular no. 04/2014 dated 25th March, 2014, the resolutions passed under section 293 of the Companies Act, 1956 prior to 12.09.2013 with respect to the borrowings and/or creation of

security on assets of the company will be regarded as sufficient compliance of the requirements of section 180 of the new Act, for a period of 1 year from the date of notification of section 180.

As per the provisions of Companies Act, 1956, company is required to take consent of shareholders as an ordinary resolution for borrowings, however, the provisions of Companies Act, 2013 stipulate consent of members by way of a Special resolution.

Therefore, in order to remain compliant with the relevant provisions on borrowings under the Companies Act, 2013 consent of the members is hereby requested by way of proposed Special Resolution.

The Board of Directors of your Company has approved this item in Board Meeting held on 07th August, 2014 and recommended the resolutions as set out in the accompanying notice for the approval of members of the company as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution financially or otherwise except in the capacity as member of the Company.

Item No. 8

The existing Articles of Association (AoA) are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the new Act.

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 sections for implementation. Subsequently, CSR Related provisions were notified on March 26, 2014. MCA further notified 183 Sections of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft AoA of the company viz:

- (a) Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;
- (b) The nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares;
- (c) New provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;
- (d) New provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;
- (e) Existing articles have been streamlined and aligned with the Act;
- (f) The statutory provisions of the Act which permit a company to do

some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included; and

- (g) Provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication – their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.
- (h) The new proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special resolution set out at Item No. 8 of the Notice.

The Board recommends the Special Resolution set out at item No. 8 of the Notice for approval by the shareholders.

NOTES:

1. 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 of the Company 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.

2. Corporate Members are requested to send the certified copy of Board Resolution in favour of the authorized representative attending the meeting.
3. 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.
4. Members 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. 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.
7. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 06th September, 2014 to Saturday, 13th September, 2014 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend for 2014.
8. Final dividend of Rs. 3.00 per share has been recommended by the Board of Directors for the year ended 31st March, 2014 and subject to the approval of shareholders at the ensuing Annual General Meeting, is proposed to be paid on and from 13th September, 2014.
9. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The company or its Registrar cannot act on any request received

- directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
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. As per section 205A of the Companies Act, 1956, any amount remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor and Protection Fund (IEPF), constituted by Central Government. No such amount is pending for transfer to IEPF by the company.
 12. 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.
 13. 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.
 14. 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.
 15. Electronic copy of the Annual report for 2014 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 2014 is being sent in the permitted mode.
 16. Electronic copy of the Notice of the 28th 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 28th 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.
 17. Members may also note that the Notice of 28th Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website www.bnt-talbro's.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's.com.

18. **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.**
19. Annual Report for 2014 is being sent separately in permitted mode.
20. Voting through electronic means
 - a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 28th 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 instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "TALBROS ENGINEERING LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:
For Members holding shares in Demat Form and Physical Form

| | |
|------|--|
| PAN* | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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. • 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. |
| DOB# | <p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p> |

| | |
|------------------------|---|
| Dividend Bank Details# | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field. |
|------------------------|---|

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 out 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 changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
 - (B) The voting period begins on Monday, 08th September, 2014 at 9:30 a.m. and ends on Tuesday, 09th September, 2014 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 Friday, 08th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
21. The Board of Directors has appointed Mr. Sareef Ahmed, Partner of M/s Ayaz A Siddiqui & Co. (Firm Regn. No. 023056N), Practicing Chartered Accountants as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 22. The scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period 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.
 23. 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.bnt-talbro.com within two (2) days of passing of the resolutions at the AGM of the company and communicated to the Stock Exchange.
 24. 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.
 25. 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.
26. 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.
 27. 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.
 28. 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. Pursuant to the provisions of Section 205C for the Companies Act, 1956 dividend which remains unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund to the Central Government.
 29. 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.
30. 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 phoyo ID card for identification/verification purposes.
 31. 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 draft circular issued by MCA, no gifts/coupons shall be distributed at the Meeting.

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

Sd/
(Tarun Talwar)
Managing Director
DIN: 02276634
R/o W-80, Greater Kailash-II,
New Delhi-110048

Place: Faridabad
Date: 07-08-2014

TALBROS ENGINEERING LIMITED

CIN: L74210HR1986PLC033018

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

Ph.: 0129-4284300, Fax: 0129-40161541

Email: axleshafts@bnt-talbro.com, Website: www.bnt-talbro.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]

29th Annual General Meeting – September 13, 2014

| | | | |
|-----------------------|--|-------|--|
| 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 28th ANNUAL GENERAL MEETING of the Company to be held on Saturday the 13th September, 2014 at Hotel Millennium Plus, 57, Neelam Bata Road, N.I.T., Faridabad, Haryana – 121001 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, 2014 | | |
| 2 | Appoint a director in place of Mr. Vijay Kumar Sharma, who retires by rotation and being eligible offers himself for re-appointment | | |
| 3 | Declaration of dividend on Equity Share Capital for the financial year ended on 31st March, 2014 | | |
| 4 | Re-appointment of Auditors and fixation of their remuneration | | |
| Special Business | | | |
| 5 | Appoint Mr. Sunil Kumar as an Independent Director of the Company | | |
| 6 | Confirmation of appointment of Ms. Priyanka Khattar as an Independent Director of the Company | | |
| 7 | Authorization to Board of Director for borrowing to an amount not exceeding Rs. 55 Crores | | |
| 8 | Adoption of new Articles of Association of the Company | | |

Signed thisday of.....2014.

Affix a
Revenue
Stamp

Signed of the member :

Signature of the Proxy Holder(s) :

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 28th 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.