



TALBROS ENGINEERING LIMITED

CIN: L74210HR1986PLC033018

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

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

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

NOTICE OF 40TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fortieth Annual General Meeting of the members of Talbros Engineering Limited will be held as under to transact the following businesses:

Day, Date: Wednesday, 30th September, 2026

Time: 11:30 a.m.

Through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

The deemed Venue for the 40th AGM shall be the Registered Office of the company at Plot No. 74-75-76, Sector-6, Faridabad, Haryana - 121006

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2026 including audited Balance Sheet as at 31st March, 2026, the statement of audited Profit & Loss for the year ended 31st March, 2026, Board's Report and Auditors' Report thereon 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 the audited financial statements of the Company for the financial year ended on 31st March, 2026, and the report of Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To consider and declare a final dividend of Rs. 3.00/- i.e. (30%) per equity shares for the financial year 2025-26 thereon 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 a dividend at the rate of Rs. 3.00/- i.e. (30%) per equity share of face value of Rs. 10/- (Rupees Ten) each fully paid-up of the Company as recommended by the Board of Directors, be and is hereby declared for the financial year ended on 31st March, 2026, and the same be paid out of the profits of the Company."

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 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 in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Vijay Kumar Sharma (DIN: 06394784), who retires by rotation at this meeting and being eligible, be and is hereby appointed a Director of the Company."

SPECIAL BUSINESS

4. To re-appoint Mrs. Shashi Khurana (holding DIN: 09613592) 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 a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and pursuant to the Regulation 16(1)(b) and other applicable provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the recommendation of Nomination and Remuneration Committee and the Board of Directors of the company, Mrs. Shashi Khurana (holding DIN: 09613592) who was appointed as a Non-Executive Independent Director of the Company and hold office upto May 22, 2027 and has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible

for re-appointment under the provisions of the Companies Act, 2013 & rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from May 23, 2027 upto May 22, 2032.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and other applicable provisions of the Companies Act, 2013 & the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Shashi Khurana (DIN: 09613592) shall be entitled to receive the Sitting fees as permitted to be received in a capacity of a Non-Executive Independent Director of the Company, as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and to settle all questions or difficulties that may arise in this regard and to execute any documents, papers, etc. as may be necessary or desirable in connection with or incidental to give effect to this resolution."

5. Revision in remuneration of M/s Rakesh Raj & Associates, Chartered Accountant, Statutory Auditors of the company 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 provision of section 142, 144 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and on the recommendation of the Audit Committee and the Board of Directors of the company, consent of the shareholders be and is hereby accorded for revision in remuneration payable to M/s Rakesh Raj & Associates, Chartered Accountants, (Firm Registration No. 005145N) Statutory Auditors of the company, as stated below, for the financial year 2026-27.

Particulars	Before	After
(a) Statutory Audit Fee	Rs. 5,00,000	Rs. 7,00,000
(b) Other services	Rs. 4,00,000	Rs. 4,00,000
Total	Rs. 9,00,000	Rs. 11,00,000/-

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

6. To increase the borrowing limits under section 180(1) (c) of 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 Rs. 200 Crores (Rupees Two Hundred Crores Only) at any one time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, deeds, matters and other things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid resolution."

7. To provide security in connection with the borrowings of the Company under section 180(1)(a) 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 in supersession of the earlier resolutions passed under Section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, as may be amended from time to

time, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”) or a Committee thereof to pledge, mortgage, hypothecate or to create charge, in addition to the mortgages/charges already created, in such form and manner and on such terms as the Board/ Committee may determine, on all or any part of the moveable and/ or immoveable properties/undertakings, current and / or fixed assets wheresoever situate, both present and future of the Company, in favour of the Lender(s) and/ or Trustee(s) for securing the borrowings availed/to be availed by the Company by way of loan(s) /deposits / issue of debentures, for due payment of the principal amount together with the interest payable thereon from time to time within the overall borrowing limits of Rs. 200 Crores (Rupees Two Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do or cause to

be done all such acts, deeds, matters and other things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid resolution.”

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

**Sd/-
(Ankush Jindal)
Executive Director
DIN: 03634690
Place: Faridabad
Date: August 13, 2026
Regd. Office: Plot No. 74-75-76, Sector 6,
Faridabad, Haryana – 121 006
Email: cs@talbrosaxles.com**

**EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE
PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013****Item No. 4**

The members of the company in the 36th Annual General Meeting held on August 22, 2022, appointed Mrs. Shashi Khurana (DIN: 09613592) as a Non-Executive Independent Director of the company for a period of five (5) consecutive years, effective from May 23, 2022 to May 22, 2027.

Following the performance evaluation of Mrs. Shashi Khurana and considering the significant contributions made by her during her present tenure as a Non-Executive Independent Director, along with the faith that her continued association would be valuable to the Company, the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, recommended the re-appointment of Mrs. Shashi Khurana as a Non-Executive Independent Director of the Company for a second term of five (5) consecutive years, commencing from May 23, 2027 to May 22, 2032 for approval by the Members.

Mrs. Khurana is not debarred from appointment/re-appointment pursuant to any order of SEBI or any other authority and the Company has received consent and necessary declarations and disclosures from her confirming her eligibility for re-appointment as Non-Executive Independent Director. The Company has also received notice under section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mrs. Shashi Khurana as Non-Executive Independent Director of the Company.

In the opinion of the Board, Mrs. Khurana is independent from the management and fulfils the conditions as specified in the Companies Act, 2013 & Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as a Non-Executive Independent Director of the Company. The Board deems it desirable and in the interest of the Company to continue Mrs. Khurana on the Board and accordingly recommends her re-appointment as a Non-Executive Independent Director for a second term of five (5) consecutive years, as proposed at Item no. 4 for approval by the Members as a Special Resolution.

Except Mrs. Shashi Khurana and/or his relatives (to the extent of their shareholding, if any), None of the Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the said resolution set out at Item No. 4 of this Notice.

Disclosure and brief profile of Mrs. Shashi Khurana, as

required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings, annexed to this Notice. The terms and conditions of appointment of the Non-Executive Independent Directors are uploaded on the website of the Company i.e. www.talbrosexles.com.

Item No. 5

The Members of the company at their 36th Annual General Meeting had approved the appointment of M/s Rakesh Raj & Associates, Chartered Accountants (Firm Registration Number: 005145N) as the Statutory Auditors of the company for a term of five consecutive financial year commencing from 2022-23 to 2026-27 at a remuneration of Rs. 9,00,000 per annum.

Considering the increase in the scale and scope of operations of the Company, audit requirements, professional time and efforts involved, the Board of Directors, based on the recommendation of the Audit Committee, has approved and recommended revision in the remuneration payable to Statutory Auditors from Rs. 9,00,000 per annum to Rs. 11,00,000 per annum.

The proposed revision in remuneration is in accordance with Section 142 of the Companies Act, 2013 and is subject to the approval of members of the company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the resolution set out at Item No. 5 for approval of the Members by way of an Ordinary Resolution.

Item No. 6 and 7

Keeping in view the Company's existing and future financial requirements to support its business operations and expansions, the Company needs additional funds from time to time. For this purpose, the Company is desirous of raising finance from various banks/financial institutions and/or any other lending institutions and / or bodies corporate and/or such other persons/individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence, it is proposed to increase the maximum borrowing limits upto Rs. 200.00 Crores (Rupees Two Hundred Crores Only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot

borrow more than aggregate amount of the Paid-up capital and free reserves at any one time except with the consent of the members of the Company in general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the resolution set out at Item No. 6 & 7 for approval of the Members by way of a Special Resolution.

NOTES:

1. The Ministry of Corporate Affairs ("MCA"), Government of India vide its circulars dated September 22, 2025, May 5, 2020 and all other relevant circulars issued from time to time (hereinafter referred as "MCA Circulars"), permitted the holding of the AGM through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility without the physical presence of the members/shareholders of the Company at a common venue. Accordingly, the 40th AGM of the company is being held through VC/OAVM. The facility of VC/OAVM and casting votes by a member using remote e-voting as well as e-voting on the date of the AGM will be provided by Central Depository Services (India) Limited ("the e-voting Agency"). The deemed venue for the 40th AGM shall be the Registered Office of the Company.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND LISTING REGULATION THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act) setting out material facts concerning the business under Item No. 4 to 7 of the Notice is annexed hereto. The relevant details pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at this AGM are also annexed to this Notice. Members seeking to inspect such documents can send an email to cs@talbrosaxles.com.
4. In accordance with circulars issued by MCA and SEBI read with section 101 and 136 of the Act and relevant Rules made thereunder, the Notice convening this AGM along with the Integrated Annual Report for FY26 is being sent by electronic mode to those Members whose e-mail address is registered with the Company/ Depositories, unless a member has specifically requested for a physical copy of the same. Members may kindly note that the Notice convening this AGM and Integrated Annual Report for FY26 is available on the Company's website www.talbrosaxles.com, website of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and on the website of Central Depository Services Limited (CDSL) at <https://www.evotingindia.com>. The Company will also publish an advertisement in the newspapers containing details of the AGM and other relevant information for Members viz. manner of registering e-mail Id., Cut-off date for e-voting, Record Date for payment of dividend, etc.
5. Members attending the meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. Members holding equity shares as on Wednesday, September 23, 2026 ("Cut-off date") may join the AGM anytime 30 minutes before the scheduled time by following the procedure outlined in the Notice. A person who is a Member as on the Cut-off date shall be eligible to attend and vote on resolutions proposed at the AGM. Any person who is not a Member as on the Cut-off date shall treat this Notice for informational purpose only.
6. Attendance through VC/OAVM is restricted and hence, Members shall be eligible to join the meeting on first come-first-serve basis. However, attendance of Members holding more than 2% of the paid-up equity share capital, Institutional investors, Directors, Key Managerial Personnel, and Auditors will not be restricted on first- come-first serve basis. In case of joint holders attending the meeting, the Member whose

name appears as the first holder in the order of names as per the Register of Members/ List of Beneficial Owners of the Company will be entitled to vote at the AGM.

7. Institutional investors, who are members of the Company are encouraged to attend and vote at the 40th Annual General Meeting through VC/OAVM facility. Corporate members intending to appoint their authorized representative pursuant to sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of Board resolution to the scrutinizer by email at csanujgupta@gmail.com or to the RTA of the Company at beetalrta@gmail.com with a copy marked to cs@talbrosaxles.com.
 8. Members may kindly note that **Wednesday, September 23, 2026** has been fixed as the “**Record Date**” to determine entitlement of Members to the Final Dividend for the Financial Year 2025-26, if approved at the AGM.
 9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI LODR (as amended) and the MCA Circulars, the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as remote e-Voting during the AGM will be provided by CSDL.
 10. 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.
 11. The Final Dividend of Rs. 3.00/- per equity share as recommended by the Board of Directors for the financial year ended on March 31, 2026, if declared at the AGM, will be paid on or before October 29, 2026 to those members whose names appear in the Register of Members as on the Record Date i.e. Wednesday, September 23, 2026.
- Please note that SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, notified on November 18, 2025, along with SEBI Master Circular HO/38/13/ (4) 2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, as amended, mandates that any payment of dividend shall be made only through electronic mode to the members. Further, dividend warrants, Cheques, demand drafts or any other instruments are no longer required to be issued.
12. Members holding shares in dematerialized mode 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. As per Regulation 40 of SEBI (LODR) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agent, M/s Beetal Financial and Computer Services Private Limited at beetalrta@gmail.com 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. Members who have not encashed their unclaimed Dividend till date are requested to claim the same. Details of un-claimed dividend amount are available under investor section on the website of the company www.talbrosaxles.com.
 16. Members whose Bonus equity shares are lying in a separate Suspense Escrow Demat Account with the company, may complete/update their KYC details and claim their bonus equity shares.

17. 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.
18. 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.
19. 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.
20. SEBI has established a common Online Dispute Resolution Portal (ODR Portal) for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal.
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. Members are allowed to submit their queries/questions etc. before the AGM in advance on e-mail address of the company at cs@talbrosaxles.com.

23. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Sunday, 27th September,

2026 (9:00 A.M. IST) and ends on Tuesday, 29th September, 2026 (05:00 P.M. IST). 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 Wednesday, 23rd September, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised

to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders 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 e-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 Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. 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.

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- For shareholders holding shares in physical form, the

details can be used only for e-voting on the resolutions contained in this Notice.

- (v) Click on the EVSN for the relevant <TALBROS ENGINEERING LIMITED> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@talbrosaxles.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may

send their queries in advance **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send

an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

24. The Board of Directors has appointed Mr. Anuj Gupta, proprietor of M/s Anuj Gupta and 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 two (2) working days from the conclusion of the General Meeting unblock the votes in the presence of at least 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.
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.talbroxaxles.com within two (2) days of passing of the resolutions at the AGM of the company and communicated to the Stock Exchange.
27. 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.
28. 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.
29. Members who have not yet claimed their dividend warrants for the year 2019-20 onwards are advised to forward such warrants to Beetal Financial and Computer Services Pvt. Ltd. (RTA) or to the Company Secretary along with cancelled cheque for payment. Members are requested to note that as per section 124 of Companies Act, 2013 and applicable rules, dividends that are not claimed within seven years from the date of

- transfer to the Company's unpaid dividend account, will be transferred to the Investor Education and Protection Fund (IEPF) and shares on which dividend remains unclaimed for seven consecutive years will also be transferred to the IEPF.
30. The Company has transferred the unpaid or unclaimed dividends upto FY 2017-18 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividend amounts on the website of the Company at www.talbrosexles.com.
31. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 2025 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the RTA by sending email to the RTA's email address at beetalrta@gmail.com. For details, Members may refer to the "Communication on TDS on Dividend Distribution" appended to this notice as Annexure - I.
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:
- 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 proxy form should be signed as per the specimens signatures registered with the R& T Agent/Depository Participant (DP).
34. Attention is drawn towards the SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, ; March 16, 2023; November 17, 2023 and May 7, 2024) mandated that the security holders (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number, Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024.
35. 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 Talbros Engineering Limited**

**Sd/-
(Ankush Jindal)
Executive Director
DIN: 03634690
Place: Faridabad
Date: August 13, 2026
Regd. Office: Plot No. 74-75-76, Sector 6,
Faridabad, Haryana – 121 006
Email: cs@talbrosexles.com**

Annexure

Details of Directors retiring by rotation and seeking appointment/re-appointment as required under regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings:

S. No.	Particulars	Description	
1	Name of Director	Mr. Vijay Kumar Sharma	Mrs. Shashi Khurana
2	Director Identification Number (DIN)	06394784	09613592
3	Date of Birth (Age)	15th July, 1962 (64 yrs)	13th December, 1968 (57 yrs)
4	Date of first appointment on Board	01.10.2015	23.05.2022
5	Qualification	Diploma in Mechanical Engineering	Graduate
6	Relationship with Directors/KMP	No such relation exists	No such relation exists
7	Nature of Appointment	Director retires by rotation and being eligible, seeks reappointment	Re-appointment as Non-Executive Independent Director
8	Terms and Conditions of appointment/re-appointment	Whole Time Director, Designated as Executive Director and liable to retire by rotation.	Non-Executive Independent Director for a second term of five consecutive years from May 23, 2027 to May 22, 2032 and not liable to retire by rotation.
9	Father's Name	Mr. Mangatram Sharma	Mr. Girdhari Lal Kataria
10	Experience/Expertise in specific functional area	Mr. Vijay Kumar Sharma is looking after the management and operations of the Company since the date of appointment and he is having wide and varied knowledge of his area of working.	Mrs. Shashi Khurana has a varied experience of more than 15 years in the field of operational activities, business management and administration.
11	Details of Remuneration last drawn (FY-2025-26)	Rs. 15.84 Lakhs	Sitting Fee of Rs. 15,000/-
12	Membership of the Committees of Board of Directors of the Company	Corporate Social Responsibility Committee (CSR Committee); Stakeholder Relationship Committee (SRC Committee)	NIL
13	Directorship in other Companies	NIL	NIL
14	Membership of the Board Committee of other companies in which he/she is a Director	None	None
15	Number of Board Meetings attended during the year (2024-25)	Meetings held: 4 Meetings attended: 4	Meetings held: 4 Meetings attended: 4
16	No. of shares held in the Company	NIL	NIL

Annexure I

COMMUNICATION ON TAX DEDUCTION AT SOURCE (TDS) ON DIVIDEND DISTRIBUTION

Please take note of the below Tax Deduction at Source (TDS) provisions and information/document requirements for each shareholder:

In accordance with the provisions of the Income Tax Act, 2025 ("IT Act, 2025"), dividends declared and paid by a company are taxable in the hands of shareholders. Consequently, the Company is obligated to deduct tax at source (TDS) at the applicable rates while making payment of the final dividend. Shareholders are therefore, requested to submit the requisite documents and declarations, as outlined below, to enable the company to determine the correct TDS rate in compliance with the provisions of the IT Act, 2025.

For resident shareholders, taxes shall be deducted at source under section 393 of the IT Act as follows:

Shareholders having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Shareholders not having PAN/valid PAN	20% or as notified by the Government of India (GOI)

*As per section 262 of the Income Tax Act, 2025, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed invalid/inoperative and, such person shall be liable to all consequences under the IT Act, 2025 and tax shall be deducted at the higher rates as provided in section 397 of the IT Act, 2025 i.e. 20% of tax deduction at source.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during tax year 2026-27 does not exceed Rs. 10,000 and also in cases where shareholders provide Form No. 121, subject to the conditions specified under the IT Act, 2025. Resident shareholders may also submit any other documents as prescribed under the IT Act, 2025 to claim a lower/nil withholding of tax. PAN is mandatory for shareholders providing Form No. 121 or any other document as mentioned above.

For **non-resident shareholders**, taxes are required to be withheld in accordance with the provisions of section 393 and other applicable sections of the IT Act, 2025, at the rates in force. The withholding tax shall be the rate of 20% (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as the

Section 159 of the IT Act, 2025, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("Tax Treaty" or "DTAA"), read with Multilateral Instrument (MLI), if any, between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of PAN card allotted by the Indian Income Tax Authorities duly attested by the shareholders/authorized signatories. In case of non-availability of PAN, information under sub-rule 2 of rule 217 of the Income-tax Rules, 2026.
- Copy of the Tax Residency Certificate for the Financial Year 2026-27 obtained from the revenue or tax authorities of the country of tax residence, duly attested by the shareholders/authorized signatories.
- Form 41 (for claiming tax treaty benefit), which can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>.
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty and IT Act, 2025.
- Self-declaration of beneficial ownership of equity shares by the non-resident shareholder.
- Self-declaration of fulfilling all conditions of applicable tax treaty for being eligible to claim benefit of the tax treaty read with MLI.
- Any other documents as prescribed under the IT Act, 2025, if applicable, or certificate for lower withholding of taxes, duly attested by the shareholders.
- In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 393 of the IT Act 2025 at the rate of 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

Note: Above communication on TDS sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences. Shareholders should consult with their own tax advisors for the tax provisions applicable to their particular circumstances.

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