

01st October, 2019

To.

The Manager Listing BSE Limited P.J. Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 538987

Sub: Outcome of 33rd Annual General Meeting

Dear Sir/Madam,

We wish to inform you that the 33rd Annual General Meeting (AGM) of the Company was held on Monday, 30th September, 2019 at 10:30 A.M at Moti Mahal, SCO 16P, Huda Market, Sector 16, Faridabad. Haryana – 121 002.

Pursuant to section 108 of the Companies Act, 2013 read with Rules made thereunder, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility for remote e-voting to the shareholders as on 23rd September, 2019 (being the cut-off date for the purpose of e-voting), along with physical ballot form (assent/Dissent Form) on AGM venue to cast their votes on the items of business stated in the AGM Notice. The remote e-voting was open from Friday, 27th September, 2019 (09:00 a.m.) to Sunday, 29th September, 2019 (05:00 p.m.)

For the members who attended the Annual General Meeting and who had not casted their votes through e-voting, the Company provided the facility of voting through physical ballot paper.

The Company has now received the consolidated report of the Scrutinizer, confirming details of voting through remote e-voting and physical ballot paper. Accordingly, as per the said rules, on account of passing of resolutions with requisite majority, the resolutions are deemed to be passed on the date of the AGM, i.e. on 30th September, 2019.

A disclosure of voting results of the meeting in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the businesses considered and approved by the shareholders with requisite majority is enclosed, together with the Scrutinizer's consolidated report on e-voting and physical ballot paper.

Kindly acknowledge and take the same on your records.

Thanking You,

Yours faithfully,

For Talbros Engineering

Ankush Jindal Company Secreta

TALBROS ENGINEERING LIMITED

Corporate and Regd. Office Plot No.: 74-75-76, Sector - 06, Faridabad - 121006 (Haryana) INDIA

+91-0129-4284300 (40 LINES), Fax:+91-129-4061541 axleshafts@talbrosaxles.com www.talbrosaxles.com

CIN No. L74210HR1986PLC033018 GST No. 06AABCT0247L2ZD IATF 16949:2016 System Certified

<u>Disclosure of voting results as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</u>

Date of the AGM	Monday, 30 th September, 2019
Total No. of shareholders on cut-off date	5741
No. of shareholders present in the meeting either	
in person or through proxy:	
Promoter and Promoter Group:	10 (As per Folio Nos.)
Public:	26
No. of shareholders attended the meeting through	
video conferencing:	
Promoter and Promoter Group:	NIL
and i follows:	



	nesolution required: Ordinary	Resolution Balance Separate Se	on No. 1: Apsheet as at 3 Directors ar	Resolution No. 1: Approval and adoption Balance Sheet as at 31st March, 2019 and Board of Directors and Auditors thereon	n of Standalone Finan d the statement of Pr	icial Statemei ofit & Loss fo	Resolution No. 1: Approval and adoption of Standalone Financial Statements as at 31st March, 2019, including the Audited Balance Sheet as at 31st March, 2019 and the statement of Profit & Loss for the year ended on that date and reports of the Board of Directors and Auditors; thereon	including the Audite
Whether promoter/ pi group are interested ir agenda / resolution?	oter/promoter ested in the ition?	N _O						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(2)	(6)=[(4)/(2)]*100	(7)=[(5)/(5)]*100
Promoter and	E-Voting		3686985	100	3686985	Z	100	1
Promoter	Poll	3686985	NIL	NIL	NIL	N		
dnos	Postal Ballot		NA	NA	NA	AN	ΦN	
	Total	3686985	3686985	100	3686985	IN.	100	Y IN
Public-	E-Voting		NIL	NIL	NIL	NIN.		NIC NIC
Institutions	Poll	64049	NIL	NIL	NIL	N		NI NI
	Postal Ballot		NA	NA	ΝΑ	NA	NA	NA
	Total	64049	NIL	NIL	NIL	2	II.N	
	E-Voting		461734	34.84	461028	706	90.00	NIC
Institutions	Poll	1325470	45227	3.41	45227		3.41	0.15
	Postal Ballot		NA	AN	NA	NA	NA NA	N
	Total	1325470	506961	38.25	506255	206	99.86	770
Total		5076504	4193946	82.61	4193240	706	80 00	47.0



Resolution required:	uired: Ordinary	Resolution N	on No. 2: De	sclaration of Divider	nd on Equity shares of	f the Compar	Resolution No. 2: Declaration of Dividend on Equity shares of the Company @ 15% (Rs. 1.50/- per share) for the financial	iare) for the financial
Whother are	12.7	year 2010	67-13		107			
wiretier promoter/	oter/ promoter	NO NO						
group are interested	ested in the							
agenda / resolution?	tion?							
Category	Mode of	No. of	No. of	% of votes	No. of votes – in	No. of	% of votes in favour on	10. of 10. to 10. to 10.
	Voting	shares	votes	polled on outstanding shares	favour	votes – against	votes polled	% or votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-Voting		3686985	100	3686985	Z	100	
Promoter	Poll	3686985	ī	NIL	JZ.	Ī	O IN	NIE NIE
Group	Postal Ballot		NA	NA	NA	AN	NA	NIC
	Total	3686985	3686985	100	3686985	N.	100	C N
Public -	E-Voting		NIL	NIL	NIC	N.		į
Institutions	Poll	64049	NIL	NIL	NF	NIL	IN N	2
	Postal Ballot		NA	NA	NA	AN	NA	AN
	Total	64049	NIL	NIL	NIL	NIL	i.	
Public - Non	E-Voting		461734	34.84	461028	706	99.85	0.15
Institutions	Poll	1325470	45227	3.41	. 45227	NI	3.41	N
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	1325470	206961	38.25	506255	206	98.86	0.14
Total		5076504 4193946	4193946	82.61	4193240	206	86.66	0.02

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Resolution required:	uired: Ordinary	Resolution offers hir	on No. 3: Re	Resolution No. 3: Re-appointment of Mr offers himself for re-appointment	r. Vijay Kumar Sharma	(DIN: 06394	Resolution No. 3: Re-appointment of Mr. Vijay Kumar Sharma (DIN: 06394784), who retires by rotation, and being eligible, offers himself for re-appointment	n, and being eligible,
Whether promoter/	oter/ promoter	No						
group are interested								
agenda / resolution?	tion?							
Category	Mode of	No. of	No. of	% of votes	No. of votes – in	No of	% of wother in favour on	,
	Voting	shares	votes	polled on outstanding	favour	votes – against	votes polled	% or votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(2)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-Voting		3686985	100	3686985	ī	100	
Promoter	Poll	3686985	Z	- N	IIIV			NIL
Group	Poctal Rallot		412		INIL	MIL	MIL	NIL
	Total ballot		AN	AN	NA	NA	NA	NA
	lotal	3686985	3686985	100	3686985	NIL	100	NIC
- Jigna .	E-Voting		Į.	NIL	NIF	NIL	NIL	2
Institutions	Poll	64049	ij	NIL	NIL	NI	NIL	
	Postal Ballot		NA	NA	NA	NA	AN	VN
	Total	64049	NI	NIL	N.	- N		
	E-Voting		461734	34.84	461028	706	99.85	NIL 0.1E
Institutions	Poll .	1325470	45227	3,41	45227		2 41	CT'O
	Postal Ballot		NA	NA	NA	NA	. T+T	NIC
	Total	1325470	506961	38.25	506255	206	98 86	NA 0
Total		5076504	5076504 4193946	82.61	4193240	706	99.98	0.02
								20.0



nesolution required:	ıred: Special	Resolution Company	on No. 4: C	Resolution No. 4: Confirmation of apport Company for a period of 5 (Five) years	ointment of Mr. Sanj	ay Sharma (I	Resolution No. 4: Confirmation of appointment of Mr. Sanjay Sharma (DIN: 06394774) as an Executive Director of the Company for a period of 5 (Five) ware	utive Director of th
Whether promoter/	ter/ promoter	No No		a construct deals				
group are interested	sted in the							
agenda / resolution?	tion?							
Category	Mode of	No. of	No. of	% of votes	No. of votes - in	No of	, i	
	Voting	shares	votes	polled on outstanding	favour	votes –	% of votes in Tavour on votes polled	% of votes against on votes polled
				shares				
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(2)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-Voting		3686985	100	1000000			
Promoter	Poll	200000	2000	3	3686985	JE	100	NE
		2000363	JIN	NIC	Ī	NIC	Z	MIII
dnoin	Postal Ballot		ΑN	NA	AN	VIV	1	INIT
	Total	3686985	3686985	100	3696005		YN.	NA
Public -	E-Voting		2		500000	JII.	100	II.
Institutions	Poll	64049		INIT	MIL	NIC	NIC	MF
		Ctoto	AIL	NIC	ME	Ĭ	NIC	IIN
	Postal Ballot		AN	AN	AN	AN	V.N.	N. N.
\rightarrow	Total	64049	NIL	NIL	NIL	Z		NA III
	E-Voting		461734	34.84	461028	706	00 00	NIL
Institutions	Poll	1325470	45227	3.41	45227		5 244	0.15
	Postal Ballot		AN	NA	VIV.	1	3.4T	NIL
	Total	1325470	500004	1000	WA	NA	NA	NA
Total		1010101	Toconc	38.25	506255	902	99.86	0.14
0.00		20/6504	4193946	82.61	4193240	902	99.98	0.00

For Talbros Engineering Limited

Ankush Jindal
Company Secretary

SON NATA

ANUJ GUPTA AND ASSOCIATES

(Company Secretaries www.csanujgupta.com

FORM NO. MGT-13

CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND VOTING BY PHYSICAL BALLOT

[Pursuant to section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014)

To The Company Secretary Talbros Engineering Limited (CIN: L74210HR1986PLC033018) Regd. Office: - Plot No. 74-75-76, Sector 6, Faridabad, Haryana - 121 006

Sub: 33rd Annual General Meeting (AGM) of the Equity Shareholders of Talbros Engineering Limited held on Monday, 30th September, 2019 at 10:30 a.m. at Moti Mahal, SCO 16P, Huda Market, Sector 16, Faridabad, Haryana – 121 002

Dear Sir

I Anuj Gupta, a Company Secretary in Practice, has been appointed by the Board of Directors of Talbros Engineering Limited ("the Company") for the purpose of scrutinizing the e-voting process and to scrutinize the physical Ballot forms received from the shareholders in a fair and transparent manner and ascertaining the requisite majority of voting carried out, as per the provisions of section 108 of the Companies Act, 2013 and rule 20 of Companies (Management and Administration) Rules, 2014.

The notice dated 05th August, 2019 of the 33rd Annual General Meeting along with the statement setting out material facts under section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions to be passed at the Annual General Meeting held on Monday, 30th September, 2019 at 10:30 am. at Moti Mahal, SCO 16P, Huda Market, Sector 16, Faridabad, Haryana – 121 002.

- 1. The company has engaged the service of Central Depository Services (India) Limited (CDSL) as the Authorized Agency to provide secured system of e-voting process.
- 2. The e-voting period remained open from 09:00 a.m. (IST) on Friday, 27^{th} September, 2019 up to 05:00 p.m. (IST) on Sunday, 29th September, 2019.
- 3. The cut-off date (i.e. the record date) for the purpose of determining the entitlement for e-vote on the proposed resolutions was 23rd September, 2019.



187- H / 5, IInd Floor, Kilokari Market, Opp. Maharani Bagh, Above Easy Day, Back Side Entry, New Delhi- 110 014



+91 11 4300 1803. +91 81786 00221

- 4. On September 30th, 2019, after counting of the votes conducted at the venue of the AGM, through ballot paper, the votes cast through remote e-voting facility was duly unblocked by me as a scrutinizer in the presence of Mr. Aman Kesarwani, R/o H. No. 18, 4th Floor, Bhagwan Nagar, Ashram, New Delhi 110014 and Mr. Sunil Kumar, R/o House No. 894, Sunlight Colony 2, Hari Nagar, Ashram, New Delhi 110 014 who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the Rule 20 of Companies (Management and Administration) Rules, 2014.
- 5. After the voting at the AGM was concluded, One (1) ballot box kept for the purpose of casting of votes was locked in my presence. The locked ballot box was subsequently opened in my presence and in presence of two witnesses, as mentioned above, and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company. The ballot papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.
- 6. Thereafter, I as a Scrutinizer duly compiled the details of the Remote E-voting carried out by the members together with the physical voting done at the venue of the AGM by way of ballot paper, the details of which are as follows:

Details	Remote E-voting	Voting by ballot at the AGM	Total Voting
Number of members who cast their votes	22	23	45
Total Number of shares held by them	4148719	45227	4193946

The votes casted in favour and against of the resolution and invalid votes are casted are mentioned under each of the Resolution.

The resolution wise results of the Remote E-voting together with that of the voting conducted at the venue of the AGM by way of Ballot Papers are as under:

ORDINARY BUSINESS

 Resolution No. 1 – Consideration and Adoption of Audited Financial Statements for the year ended on 31st March, 2019 and the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

(i) Voted in favor		r	
Manner of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	[일본 시기를 - [기기 기기
Remote E- voting	20	4148013	99.98
Voting by ballot at the venue	23	45227	100
Total	45	4193240	

(ii) Voted against	the resolution		
Manner of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	
Remote E-voting	2	706	0.02
Voting by ballot at the venue	NIL	NİL	NIL
Total	2	706	0.02

(iii) Invalid Votes		
Manner of Voting		Total number of votes cast by them declared 'Invalid'
Remote E-voting	NIL	NIL
Voting by ballot at the venue	NIL	NIL
Total	NIL	NIL

II. Resolution No. 2 – Declaration of Dividend (Rs. 1.5/- per share) on equity shares of for the Financial Year 2018-19

(i) Voted in favor	ur of the resolution		7 500 - 1 340
Manner of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	
Remote E- voting	20	4148013	99.98
Voting by ballot at the venue	23	45227	100
Total	45	4193240	



Manner of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote E-voting	2	706	0.00
Voting by ballot	NIL		0.02
at the venue	IVIL	NIL	NIL
Total	,	706	0.02

(iii) Invalid Votes		
Manner of Voting	Number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'invalid'
Remote E-voting	NIL	NIII.
Voting by ballot		NIL
at the venue	NIL	NIL
Total	NIL	NIL

III. Resolution No. 3 – Appointment of Mr. Vijay Kumar Sharma, who retires by rotation and being eligible offers himself for re-appointment as a Director of the Company. (Ordinary Resolution)

	our of the resolution	T	State 10 74
Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E- voting	20	4148013	99.98
Voting by ballot at the venue	23	45227	100
Total	45	4193240	

Manner of Voting	t the resolution Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote E-voting	2	706	0.02
Voting by ballot at the venue	NIL	NIL	NIL
Total	2	706	0.02



(iii) Invalid Votes	THE PROPERTY OF STREET SHAPE STATES A	
Manner of Voting		Total number of votes cast by them declared 'Invalid'
Remote E-voting	NIL	NIL
Voting by ballot at the venue	NIL	NIL
Total	NIL	NIL The second

IV. Resolution No. 4 – Confirmation of appointment of Mr. Sanjay Sharma (holding DIN: 06394774) as an Executive Director of the Company for a period of 5 years. (Special Resolution)

Manner of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	
Remote E- voting	20	4148013	99.98
Voting by ballot at the venue	23	45227	100
Total	45	4193240	

(ii) Voted against			
Manner of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	
Remote E-voting	2	706	0.02
Voting by ballot at the venue	NIL	NIL	NIL
Total	2	706	0.02

(iii) Invalid Votes	The state of the s	COLUMN CALL OF CHISTON AND THE CONTRACT OF THE COLUMN CALL OF THE COLU
Manner of Voting		Total number of votes cast by them declared 'Invalid'
Remote E-voting	NIL	NIL
Voting by ballot at the venue	NIL	NIL
Total	NIL	NIL

All the resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of Ballot Papers with the requisite majority and deemed to be passed as on the date of the AGM



The register, all other papers and relevant records relating to voting shall remain in safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

For Anuj Gupta & Associates

Company Secretaries

Anuj Gupta Proprietor

New Doing

M. No.: A31025 COP No. 13025

Place: New Delhi Date: 30/09/2019

Witnesses:

Aman Kesarwani

R/o H. No. 18, 4th Floor, Bhagwan

Nagar, Ashram, New Delhi 110014

am, New Delhi - 110014

250/11 of HIZ Sunil Kumar

R/o House No. 894, Sunlight

Colony 2, Hari Nagar, Ashr