



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.

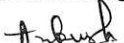
A disclosure of voting results of the meeting in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the businesses considered and approved by the shareholders with requisite majority is enclosed, together with the Scrutinizer's consolidated report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

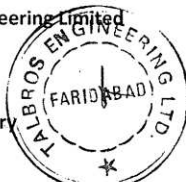
Kindly acknowledge and take the same on your records.

Thanking You,

Yours faithfully,

For Talbros Engineering Limited


Ankush Jindal
Company Secretary



TALBROS ENGINEERING LIMITED

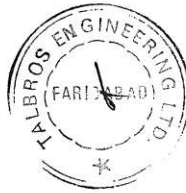
Corporate and Regd. Office
Plot No. : 74-75-76, Sector - 06,
Faridabad - 121006 (Haryana) INDIA

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

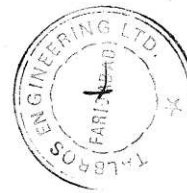
CIN No. L74210HR1986PLC033018
GST No. 06AABCT0247L2ZD
IATF 16949:2016 System Certified

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

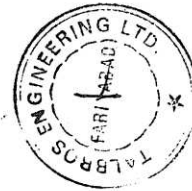
Date of the AGM	Monday, 30 th September, 2019
Total No. of shareholders on cut-off date	5741
No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public:	10 (As per Folio Nos.) 26
No. of shareholders attended the meeting through video conferencing: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



Resolution required: Ordinary		Resolution No. 1: Approval and adoption of Standalone Financial Statements as at 31 st March, 2019, including the Audited Balance Sheet as at 31 st 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.						
Whether promoter/ promoter group are interested in the agenda / resolution?		No						
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
Promoter and Promoter Group	E-Voting		3686985	100	3686985	NIL	100	NIL
	Poll	3686985	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	3686985	3686985	100	3686985	NIL	100	NIL
Public - Institutions	E-Voting		NIL	NIL	NIL	NIL	NIL	NIL
	Poll	64049	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	64049	NIL	NIL	NIL	NIL	NIL	NIL
Public – Non Institutions	E-Voting		461734	34.84	461028	706	99.85	0.15
	Poll	1325470	45227	3.41	45227	NIL	3.41	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	1325470	506961	38.25	506255	706	99.86	0.14
Total		5076504	4193946	82.61	4193240	706	99.98	0.02



Resolution required: Ordinary		Resolution No. 2: Declaration of Dividend on Equity shares of the Company @ 15% (Rs. 1.50/- per share) for the financial year 2018-19						
Whether promoter/ promoter group are interested in the agenda / resolution?		No						
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)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3686985	3686985	100	3686985	NIL	100	NIL
	Poll	3686985	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	3686985	3686985	100	3686985	NIL	100	NIL
Public - Institutions	E-Voting	64049	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	64049	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	64049	NIL	NIL	NIL	NA	NA	NA
Public – Non Institutions	E-Voting	1325470	461734	34.84	461028	706	99.85	0.15
	Poll	1325470	45227	3.41	45227	NIL	3.41	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	1325470	506961	38.25	506255	706	99.86	0.14
Total		5076504	4193946	82.61	4193240	706	99.98	0.02



Resolution required: Ordinary		Resolution No. 3: Re-appointment of Mr. Vijay Kumar Sharma (DIN: 06394784), who retires by rotation, and being eligible, offers himself for re-appointment						
Whether promoter/ promoter group are interested in the agenda / resolution?		No						
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)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3686985	3686985	100	3686985	NIL	100	NIL
	Poll	3686985	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	3686985	3686985	100	3686985	NIL	100	NIL
Public - Non Institutions	E-Voting	64049	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	64049	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	64049	NIL	NIL	NIL	NIL	NIL	NIL
Public – Non Institutions	E-Voting	1325470	461734	34.84	461028	706	99.85	0.15
	Poll	1325470	45227	3.41	45227	NIL	3.41	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	1325470	506961	38.25	506255	706	99.86	0.14
Total		5076504	4193946	82.61	4193240	706	99.98	0.02



Resolution required: Special		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) years						
Whether promoter/ promoter group are interested in the agenda / resolution?		No						
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
Promoter and Promoter Group	E-Voting		3686985	100	3686985	NIL	100	
	Poll	3686985	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	3686985	3686985	100	3686985	NIL	100	
Public - Institutions	E-Voting		NIL	NIL	NIL	NIL	NIL	NIL
	Poll	64049	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	64049	NIL	NIL	NIL	NA	NA	NA
Public – Non Institutions	E-Voting		461734	34.84	461028	706	99.85	0.15
	Poll	1325470	45227	3.41	45227	NIL	3.41	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	1325470	506961	38.25	506255	706	99.86	0.14
Total		5076504	4193946	82.61	4193240	706	99.98	0.02

For Talbros Engineering Limited



Ankush Jindal
Ankush Jindal
Company Secretary

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
Talbro 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 Talbro 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 Talbro 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 a.m. 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, 27th 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



Anuj Gupta
CS

+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

- I. 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 favour of the resolution			
Manner of 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	

(ii) Voted against the resolution			
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	0.02
Voting by ballot at the venue	NIL	NIL	NIL
Total	2	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	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 favour of the resolution			
Manner of 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	

(ii) Voted against the resolution			
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	0.02
Voting by ballot at the venue	NIL	NIL	NIL
Total	2	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	NIL
Voting by ballot 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)

(i) Voted in favour of the resolution			
Manner of 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	

(ii) Voted against the resolution			
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	0.02
Voting by ballot at the venue	NIL	NIL	NIL
Total	2	706	0.02



Anuj Gupta
or

(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	NIL
Voting by ballot at the venue	NIL	NIL
Total	NIL	NIL

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)

(i) Voted in favour of the resolution			
Manner of 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	

(ii) Voted against the resolution			
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	0.02
Voting by ballot at the venue	NIL	NIL	NIL
Total	2	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	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

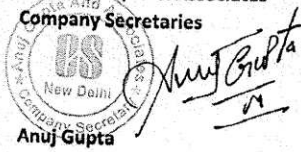


Handwritten signature of Anuj Gupta

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

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

Sunil Kumar

R/o House No. 894, Sunlight
Colony 2, Hari Nagar, Ashr