



## TALBROS ENGINEERING LIMITED

Regd. Office: Plot No. 74-75-76, Sector 6, Faridabad, Haryana – 121 006

CIN: L74210HR1986PLC033018

Phone: 0129-4284300, Fax: 0129-4061541

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

### NOTICE OF 34TH ANNUAL GENERAL MEETING

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

Day, Date : Monday, 28<sup>th</sup> September, 2020  
Time : 10:30 a.m.  
Through Video Conferencing (“VC”)/  
Other Audio Visual Means (“OAVM”)

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the financial statements of the Company for the year ended 31<sup>st</sup> March, 2020 including audited Balance Sheet as at 31<sup>st</sup> March, 2020, the statement of audited Profit & Loss for the year ended 31<sup>st</sup> March, 2020, Board's Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Sanjay Sharma (holding DIN: 06394774), who retires by rotation, and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

3. To re-appoint Mr. Vijay Kumar Sharma (DIN: 06394784), Whole time 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 recommendations of Nomination and Remuneration Committee, provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, subject to such sanctions as may be necessary, the approval and consent of the members be and is hereby accorded to re-appoint Mr. Vijay Kumar Sharma (DIN: 06394784) as Whole time Director, designated as Executive Director of the Company for a period of 5 years with effect from 01st October, 2020, whose period of office

shall be liable to retire by rotation. The aggregate consolidation monthly remuneration (with an annual increment upto 20%) to be paid to Mr. Vijay Kumar Sharma shall be Rs. 1,00,000/- (Rupees One Lakh Only).

Besides above remuneration, Expenses incurred for travelling, boarding and lodging for company's business shall be reimbursed and not considered as perquisites.

**RESOLVED FURTHER THAT** in the absence of profit or inadequacy of profit in any financial year during his tenure, the remuneration as set out above be paid to Mr. Vijay Kumar Sharma (DIN: 06394784) as minimum remuneration, subject to necessary approval(s), as may be required.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby also authorised to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Vijay Kumar Sharma (DIN: 06394784), Whole time Director, including the components of the remuneration payable to him subject to overall limit as approved by the members.

4. Re-appointment of Mr. Kuldeep Singh Bhalla (holding DIN: 07504884) as an Independent Director of the Company. In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the recommendations of Nomination and Remuneration Committee, provisions of section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') 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), Mr. Kuldeep Singh Bhalla (DIN:07504884), Independent Director of the Company, whose period of office is liable to expire on 31<sup>st</sup> March, 2021, and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, Regulation 16(1)(b) of Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed to hold office for second consecutive term of 5 (Five) years from April 1, 2021 to March 31, 2026, and whose office shall not be liable to retire by rotation.”

5. To confirm the appointment of Mr. Sarabjeet Singh (holding DIN: 08601346) 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 recommendations of Nomination and Remuneration Committee, provisions of section 149, 150, 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 Regulation 16, 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sarabjeet Singh (DIN: 08601346), 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 and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 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 the office for 5 (five) consecutive years for a term up to March 31, 2026.”

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

Sd/-

**(Ankush Jindal)**

Company Secretary

M. No. A26017

Place : Faridabad

Date : 06th August, 2020

#### NOTES:

1. In view of the continuing COVID-19 Pandemic, The Ministry of Corporate Affairs (MCA) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 permitted the holding of Annual General Meeting (AGM) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA circulars, the AGM of the Company is being held through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose

- of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
  6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.talbrosexles.com](http://www.talbrosexles.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
  7. The AGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
  8. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the person seeking re-appointment as Director under Item No. 2 to 5 of the Notice is also annexed.
  9. Institutional investors, who are members of the Company are encouraged to attend and vote at the 34<sup>th</sup> 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](mailto:csanujgupta@gmail.com).
  10. As per the provisions of Clause 3.A.III. of General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 3 to 5 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
  11. 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, 3<sup>rd</sup> Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Das Mandir, New Delhi – 110062, in the prescribed statutory form SH-13.
  12. 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 below.
  13. Brief resume of Directors proposed to be appointed / re-appointed along with such other details as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and secretarial standards on General Meetings, are provided as Annexure to this Notice.
  14. The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, 22<sup>nd</sup> September, 2020 to Monday, 28<sup>th</sup> September, 2020 (both days inclusive) for annual closing for year 2020.
  15. 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.
  16. 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 all 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](mailto:beetalrta@gmail.com) for assistance in this regard.

17. 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.
18. 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.
19. 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.
20. 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.
21. Electronic copy of the Annual report for financial year 2019-20 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.
22. Members may also note that the Notice of 34<sup>th</sup> Annual General Meeting and the Annual Report for 2020 will also be available on the Company's website [www.talbrosexles.com](http://www.talbrosexles.com) for their download. For any communication, the shareholders may also send requests to the Company's investor email id: [cs@talbrosexles.com](mailto:cs@talbrosexles.com).
23. **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.**
24. **Voting through electronic means**
  - a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote at the 34<sup>th</sup> Annual General Meeting (AGM) by electronic means or remote e-voting during the AGM through **Central Depository Services (India) Limited (CDSL)**.
  - b. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The remote e-voting module during the AGM shall be disabled for voting 15 minutes after the conclusion of the Meeting.

**Procedures and Instructions for E-Voting are as follows:**

- i) The e-voting period begins on Friday, 25<sup>th</sup> September, 2020 from 09:00 a.m. onwards and ends on Sunday, 27<sup>th</sup> September, 2020 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 Monday, 21<sup>st</sup> September, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Members who have already e-voted prior to the AGM shall not be entitled to e-vote at the AGM.
- iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv) Click on "Shareholders" Module.
- v) 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.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) Members holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department <ul style="list-style-type: none"> <li>• Members 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</li> </ul>
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 as mentioned in instruction (v).

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that

company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for the relevant "TALBROS ENGINEERING LIMITED".
- xiii) 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.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii) 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.
- xix) **Members can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Stores. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

**Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**

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 provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

**Instructions for shareholders attending the AGM through VC/OAVM are as under:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 7 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 7 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.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**Instructions for shareholders for e-voting during the AGM are as under:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. 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.
3. 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 shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required 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@talbrosexles.com](mailto:cs@talbrosexles.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
5. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
  6. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.
  25. The Board of Directors has appointed Mr. Anuj Gupta, proprietor of M/s Anuj Gupta & Associates, Practicing Company Secretary as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  26. The scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the General Meeting unblock the votes in the presence of atleast two (2) witnesses not in the employment of the company and make a Scrutinizers Report of the votes cast in favour or against, if any, forthwith to the Company Secretary of the Company.
  27. The results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website [www.talbrosexles.com](http://www.talbrosexles.com) within three (3) days of passing of the resolutions at the AGM of the company and communicated to the Stock Exchange.
  28. Members are further informed that as a part of Green initiative taken by Ministry of Corporate Affairs, the Company is sending this Annual Report and would send all the future Notices and Communications to the e-mail addresses of the shareholders, whose e-mail are registered with the company or either with the Depository. However, the shareholders whose e-mail ids are not registered with the company or either with the depository would continue to receive the same in physical form. Any shareholder desirous of receiving physical copy of any document can apply for the same to the company. The shareholders whose e-mail id’s are not registered with the company, are requested to register the same so that they would be able to receive the information in quick time and also it would be useful to the environment.
  29. Members holding shares in physical form may avail nomination facility by giving the particulars of their nomination in the prescribed form to the Registrar and Share Transfer Agent.
  30. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Beetal (Registrar), for consolidation into single folio.
  31. Members who have not yet encashed their dividend warrants for the year 2012-13 onwards are advised to forward such warrants to Beetal Financial and Computer Services Pvt. Ltd. (RTA) of the company for revalidation.
  32. Members seeking any information on the accounts are requested to write to the Company at least ten days in advance so as to enable the Management to keep the information ready, in reply to the same at the Annual General Meeting.
  33. Members are requested to:
    - a. Bring their copy of Annual Report and attendance

- slip at the venue of the meeting.
- b. Quote their Folio/DP & client ID NO. in all correspondences with the Company/R & T Agent.
  - c. Note that shareholders present in person or through registered proxy shall only be entertained.
34. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and the circular issued by MCA, no gifts/coupons shall be distributed at the Meeting.

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

#### **Item No. 3**

Mr. Vijay Kumar Sharma, aged 58 years has been appointed as an Executive Director of the Company w.e.f. 01<sup>st</sup> October, 2015 for a tenure of 5 (Five) years. Mr. Vijay is a Diploma Holder in Mechanical Engineering and holds a rich and vast experience of approx. 30 years in the field of production and general administration. Prior to the appointment as an Executive Director, he was working as a senior manager production with our company.

The tenure of appointment of Mr. Vijay will expire on 30<sup>th</sup> September, 2020 and keeping in view his knowledge of various aspects relating to the company's affairs and vast experience, the Board of Directors considered that for the smooth and efficient running of the business, the services of Mr. Vijay should be available to the Company for a further period of five years w.e.f. 01<sup>st</sup> October, 2020.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Vijay as Whole time Director designated as Executive Director of the Company, in terms of the applicable provisions of the Act as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

The Whole time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and direction given by the Board from time to time in all respects and confirm to and comply with all such directions and regulations as may from time to time be given and made by the Board and functions of the Whole time Director will be under the overall authority of COO. The Whole time Director shall act in accordance

with the Articles of Association of the Company and shall abide by the provisions as contained in section 166 of the Companies Act, 2013 with regard to the duties of Directors.

Mr. Vijay Kumar Sharma satisfies all the conditions as set out in Part I of Schedule V and conditions as set out in sub section (3) of Section 196 of the Act, being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Vijay under section 190 of the Act.

None of the Directors/ Key Managerial Personnel of the Company except Mr. Vijay Kumar Sharma is concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the special resolution set out in Item No. 3 of the Notice for approval by the members.

#### **Item No. 4**

The members of the Company, at an Annual General Meeting held on 30<sup>th</sup> September, 2016 has approved the appointment of Mr. Kuldeep Singh Bhalla as an Independent Director of the Company for a tenure of 5 (Five) consecutive years ending on 31<sup>st</sup> March, 2021.

Pursuant to the provisions of section 149(10) of the Companies Act, 2013, an Independent Director shall hold the office for a term of five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the Act and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Kuldeep Singh Bhalla, it is proposed to re-appoint him for the second term as an independent director on the Board of the Company for a period of five years upto 31<sup>st</sup> March, 2026.

The Board considers that his continued association with the Company would be of immense benefit and it is desirable to continue to avail services of Mr. Kuldeep Singh Bhalla as an Independent Director. Accordingly, the Board recommends passing of the Resolution at Item No. 4 of the Notice as Special Resolution.

Mr. Kuldeep Singh do not hold more than 2% shares in the Company. Except Mr. Kuldeep Singh Bhalla, being

an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution as set out at Item No. 4.

**Item No. 5**

The Board of Directors has appointed Mr. Sarabjeet Singh as an Additional Independent Director w.e.f. 15<sup>th</sup> November, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013.

In terms of section 161(1) of the Act, Mr. Sarabjeet Singh 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 Mr. Sarabjeet Singh for the office of Director of the Company.

Mr. Singh is not disqualified from being appointed as an Independent Director in terms of section 164 of the Act and has given his 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 Mr. Singh that he meets the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 and under Regulation 16 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Singh possesses appropriate skills, experience and knowledge in the field of management and business operations.

In the opinion of the Board, Mr. Sarabjeet Singh fulfills the conditions of appointment as an Independent Director as specified in the Act and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Singh is a commerce graduate with a varied experience of 25 years in the field of business management, operational activities, financial planning and taxation. He has a good knowledge of taxation, accountancy and management. He does not hold Directorship of any other company. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Sarabjeet Singh 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.

Save and except above, 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 Board commends the Ordinary Resolution set out in Item No. 5 of the Notice for approval by the shareholders.

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

Sd/-  
**(Ankush Jindal)**  
Company Secretary  
M. No. A26017

Place : Faridabad  
Date : 06th August, 2020

**The statement of disclosures pursuant to Secretarial Standard – 2 on general Meeting and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended is as under:**

Particulars		Description		
1	Name of Director	Mr. Sarabjeet Singh (DIN: 08601346)	Mr. Sarabjeet Singh (DIN: 08601346)	Mr. Sarabjeet Singh (DIN: 08601346)
2	Nature of Appointment	Mr. Kuldeep Singh Bhalla (DIN:07504884)	Re-appointment as Independent Director of the Company	Confirmation as Independent Director of the Company
3	Reference of Resolution Number in Notice	Mr. Vijay Kumar Sharma (DIN: 06394784)	Re-appointment as Executive Director of the Company	5
4	Father's Name	3	Mr. Mangatram Sharma	Mr. Dalip Singh Bhalla
5	Relationship with other Directors	Mr. Sudershan Kumar Sharma	NIL	Mr. TS Vij
6	Date of Birth	04/01/1968	04/01/1968	NIL
7	Brief Resume of Directors	Executive Director of the Company	Executive Director of the Company	09/06/1967
8	Qualifications	Post Graduate Diploma in Mechanical Engineering	Diploma in Mechanical Engineering	Independent Director of the Company
9	Expertise	Management and Operations	Management and Operations	Graduated in commerce
10	Date of last appointment	30.09.2019 (as an Executive Director)	01.10.2015	Financial planning, Operational activities
11	List of outside Directorships Held (Public Limited Co.)	NIL	NIL	15.11.2019 (as an Additional Director)
12	Member of the Committees in other Companies in India	NIL	NIL	NIL
13	Shareholding in the Company (No. of shares)	NIL	NIL	774
14	Number of Meetings of the Board attended	Please refer Corporate Governance Report	Please refer Corporate Governance Report	Please refer Corporate Governance Report
15	Details of remuneration last drawn	Please refer Corporate Governance Report	Please refer Corporate Governance Report	Please refer Corporate Governance Report

## Notes

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