

Annexure - C

FORM NO. MGT-9

EXTRACTS OF ANNUAL RETURN  
As on the financial year ended on  
31<sup>st</sup> March, 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

- i) CIN: L74210HR1986PLC033018
- ii) Registration Date: 09/10/1986
- iii) Name of the Company: TALBROS ENGINEERING LIMITED
- iv) Category / Sub-Category of the Company: Company Limited by Shares
- v) Address of the Registered Office and contact details:  
Plot No. 74-75-76, Sector 6, Faridabad, Haryana – 121 006  
Ph.: 0129-4284300, Fax: 0129-4061541
- vi) Whether listed Company: Yes
- vii) Name, Address and Contact details of Registrar and 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 – 110 062, Ph.: 011-29961281, 29961282

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ Service	% to total turnover of the Company
1	Manufacturing of Axle Shafts	29301	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. NO.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	N.A.	N.A.	N.A.	N.A.	N.A.

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**i) Category-wise Share Holding**

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) INDIAN</b>									
a) Individual / HUF	36,86,855	Nil	36,86,855	72.63	36,94,064	Nil	36,94,064	72.76	0.13
b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt. (s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any Other.....	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (A) (1):-</b>	<b>36,86,855</b>	<b>Nil</b>	<b>36,86,855</b>	<b>72.63</b>	<b>36,94,064</b>	<b>Nil</b>	<b>36,94,064</b>	<b>72.76</b>	<b>0.13</b>
<b>(2) FOREIGN</b>									
a) NRIs – Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other– Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other.....	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (A) (2):-</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Total Shareholding of Promoter (A)=(A)(1) + (A)(2)</b>	<b>36,86,855</b>	<b>Nil</b>	<b>36,86,855</b>	<b>72.63</b>	<b>36,94,064</b>	<b>Nil</b>	<b>36,94,064</b>	<b>72.76</b>	<b>0.13</b>
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) INSTITUTIONS</b>									
a) Mutual Funds	586	Nil	586	0.01	586	Nil	586	0.01	Nil
b) Banks / FI	Nil	720	720	0.01	52	720	772	0.02	0.01
c) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt. (s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	65,800	Nil	65,800	1.30	40,686	Nil	40,686	0.80	(0.50)
g) FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (Specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (B)(1):-</b>	<b>66,386</b>	<b>720</b>	<b>67,106</b>	<b>1.32</b>	<b>41,324</b>	<b>720</b>	<b>42,044</b>	<b>0.83</b>	<b>(0.49)</b>
<b>(2) NON-INSTITUTIONS</b>									
a) Bodies Corp.									
i) Indian	53,964	3,664	57,628	1.13	66,853	3,525	70,378	1.39	0.26
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									

i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	5,26,815	1,48,899	6,75,714	13.31	5,51,884	1,28,229	6,80,113	13.40	0.09
(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	63,600	Nil	63,600	1.25	63,600	Nil	63,600	1.25	Nil
c) Others:									
(i) Trusts	318	Nil	318	0.01	318	Nil	318	0.01	0.01
(ii) NRI	4,71,468	620	4,72,088	9.30	4,57,784	620	4,58,404	9.03	(0.27)
(iii) HUF	16,509	Nil	16,509	0.33	17,826	Nil	17,826	0.35	0.02
(iv) Clearing Member	293	Nil	293	0.00	815	Nil	815	0.02	0.02
(v) IEPF Authority	36,393	Nil	36,393	0.72	48,942	Nil	48,942	0.96	0.24
<b>Sub-total (B)(2):-</b>	<b>11,69,360</b>	<b>1,53,183</b>	<b>13,22,543</b>	<b>26.05</b>	<b>12,08,022</b>	<b>1,32,374</b>	<b>13,40,396</b>	<b>26.41</b>	<b>0.36</b>
<b>Total Public Shareholding (B)=(B)(1) + (B)(2)</b>	<b>12,35,746</b>	<b>1,53,903</b>	<b>13,89,649</b>	<b>27.37</b>	<b>12,49,346</b>	<b>1,33,094</b>	<b>13,82,440</b>	<b>27.24</b>	<b>(0.13)</b>
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Grand Total (A+B+C)</b>	<b>49,22,601</b>	<b>1,53,903</b>	<b>50,76,504</b>	<b>100.00</b>	<b>49,43,410</b>	<b>1,33,094</b>	<b>50,76,504</b>	<b>100.00</b>	<b>Nil</b>

**(ii) Shareholding of Promoters and Promoter Group**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	
1	Mr. Kartik Talwar	40,974	0.81	Nil	41,234	0.81	Nil	0.0001
2	Mr. Karan Talwar	1,05,048	2.07	Nil	1,05,048	2.07	Nil	Nil
3	Rakesh Talwar (HUF)	2,72,414	5.37	Nil	2,72,414	5.37	Nil	Nil
4	Mrs. Naini Talwar	2,94,660	5.80	Nil	2,94,660	5.80	Nil	Nil
5	Mr. Rakesh Talwar	5,92,634	11.67	Nil	5,92,634	11.67	Nil	Nil
6	Mrs. Gita Talwar	10,11,754	19.93	Nil	10,11,754	19.93	Nil	Nil
7	Mr. Rajesh Talwar	10,10,498	19.90	Nil	10,10,498	19.90	Nil	Nil
8	Mrs. Shweta Talwar	3,58,873	7.07	Nil	3,65,822	7.20	Nil	0.13
	<b>Total</b>	<b>36,86,855</b>	<b>72.63</b>	<b>Nil</b>	<b>36,94,064</b>	<b>72.76</b>	<b>Nil</b>	<b>0.13</b>

(iii) Change in Promoters' Shareholding

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	<b>Rakesh Talwar (HUF)</b>				
	At the beginning of the year	2,72,414	5.37	2,72,414	5.37
	- Change during the year	Nil	Nil	Nil	Nil
	At the end of the year	2,72,414	5.37	2,72,414	5.37

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
2	<b>Mr. Rakesh Talwar</b>				
	At the beginning of the year	5,92,634	11.67	5,92,634	11.67
	- Change during the year	Nil	Nil	Nil	Nil
	At the end of the year	5,92,634	11.67	5,92,634	11.67

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
3	<b>Mr. Rajesh Talwar</b>				
	At the beginning of the year	10,10,498	19.90	10,10,498	19.90
	- Change during the year	Nil	Nil	Nil	Nil
	At the end of the year	10,10,498	19.90	10,10,498	19.90

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
4	<b>Mrs. Gita Talwar</b>				
	At the beginning of the year	10,11,754	19.93	10,11,754	19.93
	- Change during the year	Nil	Nil	Nil	Nil
	At the end of the year	10,11,754	19.93	10,11,754	19.93

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
5	<b>Mrs. Shweta Talwar</b>				
	At the beginning of the year	3,58,873	7.07	3,58,873	7.07

	- Acquired from open market during the year	6,949	0.13	3,65,822	7.20
	At the end of the year	3,65,822	7.20	3,65,822	7.20

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
6	<b>Mr. Karan Talwar</b>				
	At the beginning of the year	1,05,048	2.07	1,05,048	2.07
	- Change during the year	Nil	Nil	Nil	Nil
	At the end of the year	1,05,048	2.07	1,05,048	2.07

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
7	<b>Mr. Kartik Talwar</b>				
	At the beginning of the year	40,974	0.81	40,974	0.81
	- Acquired from open market during the year	260	0.0001	41,234	0.81
	At the end of the year	41,234	0.81	41,234	0.81

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
8	<b>Mrs. Naini Talwar</b>				
	At the beginning of the year	2,94,660	5.80	2,94,660	5.80
	- Change during the year	Nil	Nil	Nil	Nil
	At the end of the year	2,94,660	5.80	2,94,660	5.80

(iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Mr. Sartaj Kumar Sahni	4,51,004	8.88	4,51,004	8.88
2	Investor Education and Protection Fund	36,393	0.72	48,942	0.96
3	Mahendra Girdharilal	32,100	0.62	32,100	0.62
4	Tushar Kanti Chopra	31,500	0.62	31,500	0.62
5	Vinod Aggarwal	1,000	0.02	13,335	0.26
6	The Property Company Private Limited	20,654	0.41	37,718	0.74
7	United India Insurance Company Limited	15,626	0.31	15,626	0.31
8	The Oriental Insurance Company Limited	14,336	0.28	14,336	0.28
9	Sushil Soni	11,782	0.23	11,782	0.23
10	Kavita Naredi	11,055	0.22	10,932	0.22

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Mr. Vijay Kumar Sharma – Executive Director				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Shareholding during the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
2	Mr. Sanjay Sharma – Executive Director				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Shareholding during the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
3	Mr. Sunil Kumar Sharma – Director				

	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Shareholding during the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
4	Ms. Priyanka Khattar – Director				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Shareholding during the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
5	Mr. Kuldeep Singh Bhalla – Director				
	At the beginning of the year	100	0.001	100	0.001
	- Date wise Increase / Decrease in Shareholding during the year	Nil	Nil	Nil	Nil
	At the end of the year	100	0.001	100	0.001
6	Mr. Sarabjeet Singh– Additional Director				
	At the beginning of the year	774	0.01	774	0.01
	- Date wise Increase / Decrease in Shareholding during the year	Nil	Nil	Nil	Nil
	At the end of the year	774	0.01	774	0.01
7	Mr. Kanwar Pal Pawar – CFO				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Shareholding during the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
8	Mr. Ankush Jindal – Company Secretary				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Shareholding	Nil	Nil	Nil	Nil

	during the year				
	At the end of the year	Nil	Nil	Nil	Nil

#### V. INDEBTEDNESS (Rs. In Lakhs)

Indebtedness of the Company including interest outstanding / accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	7,248	846	Nil	8,094
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	16	Nil	Nil	16
<b>Total (i+ii+iii)</b>	<b>7,264</b>	<b>846</b>	<b>Nil</b>	<b>8,110</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	Nil	351	Nil	351
• Reduction	(1,572)	Nil	Nil	(1,572)
<b>Net Change</b>	<b>(1,572)</b>	<b>351</b>	<b>Nil</b>	<b>(1,221)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	5,692	1,197	Nil	6,889
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	36	Nil	Nil	36
<b>Total (i+ii+iii)</b>	<b>5,728</b>	<b>1,197</b>	<b>Nil</b>	<b>6,925</b>

#### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Rs. In Lakhs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Mr. Sanjay Sharma – ED	Mr. Vijay Kumar Sharma - ED	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12.14	12.52	24.66
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil



4.	Commission			
	- As % of profit	Nil	Nil	Nil
	- Others, specify	Nil	Nil	Nil
5.	Others:			
	(i) Medical Reimbursement	0.31	0.32	0.63
	(ii) Leave Travel Allowance	0.31	0.32	0.63
	<b>Total (A)</b>	<b>12.76</b>	<b>13.16</b>	<b>25.92</b>
	Ceiling as per the Act			<b>37.85</b>

*B. Remuneration to other directors: (Amount in Rs.)*

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Sunil Kumar	Ms. Priyanka Khattar	Mr. Kuldeep Singh Bhalla	
1.	Independent Directors				
	• Fees for attending board/ committee meetings	5,000	5,000	5,000	15,000
	• Commission	Nil	Nil	Nil	
	• Others, please specify	Nil	Nil	Nil	
	<b>Total (1)</b>	<b>5,000</b>	<b>5,000</b>	<b>5,000</b>	<b>15,000</b>
2.	Other Non-Executive Directors				
	• Fees for attending board/ committee meetings	Nil	Nil	Nil	Nil
	• Commission	Nil	Nil	Nil	Nil
	• Others, please specify	Nil	Nil	Nil	Nil
	<b>Total (2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	<b>Total (B) = (1+2)</b>	<b>5,000</b>	<b>5,000</b>	<b>5,000</b>	<b>15,000</b>
	Total Managerial Remuneration				<b>15,000</b>
	Overall Ceiling as per the Act				<b>3.79 Lakhs</b>

*C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: (Amount in Rs. Lakhs)*

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Company Secretary	CFO	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7.83	4.22	12.05
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	Nil	Nil	Nil

	(c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission			
	- As % of profit	Nil	Nil	Nil
	- Others, specify	Nil	Nil	Nil
5.	Others:			
	(i) Leave Travel Allowance	0.21	0.06	0.27
	<b>Total</b>	<b>8.04</b>	<b>4.28</b>	<b>12.32</b>

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NIL		
Punishment					
Compounding					

For and on behalf of the Board

Sd/-  
Vijay Kumar Sharma  
Executive Director  
DIN: 06394784  
R/o H. No. 309, Sector 3,  
Faridabad, Haryana

Sd/-  
Sanjay Sharma  
Executive Director  
DIN: 06394774  
R/o H. No. 1002, Sector 8  
Faridabad, Haryana

Place: Faridabad  
Date: 06<sup>th</sup> August, 2020