

28th September, 2021

To,

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

Sub: Disclosure of Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

With reference to the above captioned subject, the 35th Annual General Meeting of the Company was held on Tuesday, 28th September, 2021 through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Please find enclosed herewith the details of voting Results in the prescribed format under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Consolidated Scrutinizer's Report on the remote e-voting and E-voting at AGM issued by M/s Anuj Gupta & Associates, Company Secretaries.

You are requested to take the same on your records.

Thanking You,

Yours faithfully,

For Talbro's Engineering Limited

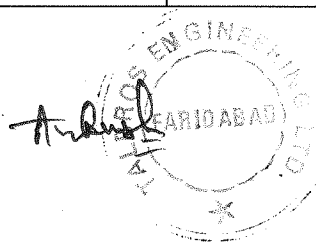

Ankush Jindal
Company Secretary-cum-Compliance Officer



TALBROS ENGINEERING LIMITED

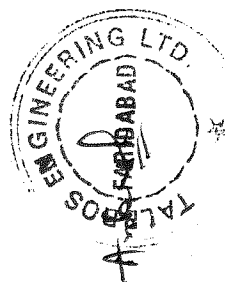
Disclosure of voting results as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM	Tuesday, 28 th September, 2021
Total No. of shareholders on cut-off date	5270
No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public:	NA NA
No. of shareholders attended the meeting through video conferencing: Promoter and Promoter Group: Public:	9 42



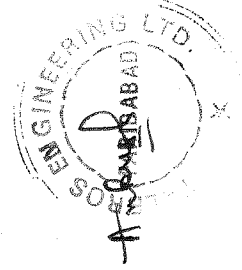
Resolution required: Ordinary		Resolution No. 1: Approval and adoption of Standalone Financial Statements as at 31 st March, 2021, including the Audited Balance Sheet as at 31 st March, 2021 and the statement of Profit & Loss for the year ended on that date and reports of the Board of Directors and Auditors 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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting		3696666	100	3696666	NIL	100	NIL
	E-voting at AGM	3696666	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	3696666	3696666	100	3696666	NIL	100	NIL
Public - Institutions	Remote E-Voting		NIL	NIL	NIL	NIL	NIL	NIL
	E-voting at AGM	65789	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	65789	NIL	NIL	NIL	NIL	NIL	NIL
Public – Non Institutions	Remote E-Voting		531904	40.48	531889	15	99.997	0.003
	E-voting at AGM	1314049	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	1314049	531904	40.48	531889	15	99.997	0.003
Total		5076504	4228570	83.30	4228555	15	99.997	0.003

Based on the above, the ordinary resolution has been passed with requisite majority



Resolution required: Ordinary		Resolution No. 2: 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	Remote E-Voting	3696666	3696666	100	3696666	NIL	100	NIL
	E-voting at AGM		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	3696666	3696666	100	3696666	NIL	100	NIL
Public - Institutions	Remote E-Voting	65789	NIL	NIL	NIL	NIL	NIL	NIL
	E-voting at AGM		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	65789	NIL	NIL	NIL	NIL	NIL	NIL
Public – Non Institutions	Remote E-Voting	1314049	531904	40.48	531886	18	99.997	0.003
	E-voting at AGM		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	1314049	531904	40.48	531886	18	99.997	0.003
Total		5076504	4228570	83.30	4228552	18	99.997	0.003

Based on the above, the ordinary resolution has been passed with requisite majority



Resolution required: Ordinary		Resolution No. 3: Consideration and approval of Dividend Of Rs. 1.50/- (15%) per equity share for the financial year ended 31 st March, 2021						
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	Remote E-Voting	3696666	3696666	100	3696666	NIL	100	NIL
	E-voting at AGM		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	3696666	3696666	100	3696666	NIL	100	NIL
Public - Institutions	Remote E-Voting	65789	NIL	NIL	NIL	NIL	NIL	NIL
	E-voting at AGM		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	65789	NIL	NIL	NIL	NIL	NIL	NIL
Public – Non Institutions	Remote E-Voting	1314049	531904	40.48	531889	15	99.997	0.003
	E-voting at AGM		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	1314049	531904	40.48	531889	15	99.997	0.003
Total		5076504	4228570	83.30	4228555	15	99.997	0.003

Based on the above, the ordinary resolution has been passed with requisite majority

For Talbros Engineering Limited

Ankush Jindal
Ankush Jindal
Company Secretary-cum-Compliance Officer

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

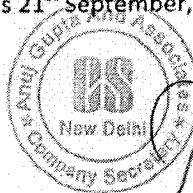
Sub: 35th Annual General Meeting (AGM) of the Equity Shareholders of Talbro Engineering Limited held on Tuesday, 28th September, 2021 at 11:00 a.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

Dear Sir

I, Anuj Gupta, a Company Secretary in Whole-Time-Practice, has been appointed by the Board of Directors of Talbro Engineering Limited ("the Company") for the purpose of scrutinizing the remote e-voting and e-voting at Annual General Meeting by 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 06th August, 2021 of the 35th 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 passed at the Annual General Meeting held on Tuesday, 28th September, 2021 at 11:00 am through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

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 Saturday, 25th September, 2021 up to 05:00 p.m. (IST) on Monday, 27th September, 2021.
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 21st September, 2021.



Anuj Gupta
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187- H / 5, 11nd 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 28th, 2021, after completion of e-voting at AGM, the data of e-voting has been digitally scrutinized. Thereafter, e-voting data were reconciled with the records maintained with Registrar and Share Transfer Agents (RTA) of the Company. Digital register was maintained containing the summary of results of remote e-voting and e-voting at AGM.
5. The e-votes casted by shareholders have been digitally scrutinized in the presence of Mr. Sunil Kumar, R/o House No. 869, Sunlight Colony 2, Hari Nagar Ashram, New Delhi – 110 014 and Ms. Kirti Mahor R/o House No. 686, Sunlight Colony 1, 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.
6. The shareholders exercised their voting either by remote e-voting or e-voting at AGM. There was no shareholder who opted both facilities. Further, shareholders who have voted for lesser number of shares as compared to their entitlement, the number of shares for which they actually voted was considered. The consolidated details of remote e-voting and e-voting at AGM are as follows:

Details	Remote E-voting	E-voting at AGM	Total Voting
Number of members who cast their votes	84	NIL	84
Total Number of shares held by them	4228570	NIL	4228570

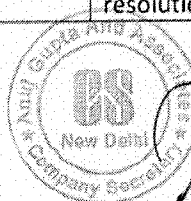
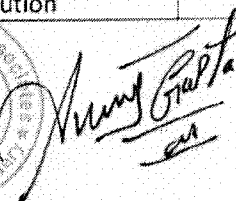
The votes casted in favour and against of the resolution and invalid votes are casted are mentioned under each of the Resolution.

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, 2021 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	75	4228555	99.99
E-voting at AGM	NIL	NIL	NIL
Total	75	4228555	99.99

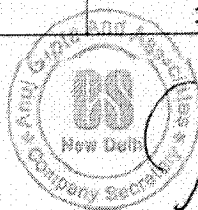
(ii) Voted against the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote E-voting	9	15	0.01
E-voting at AGM	NIL	NIL	NIL
Total	9	15	0.01

(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
E-voting at AGM	NIL	NIL
Total	NIL	NIL

- II. Resolution No. 2 – Appointment of Mr. Vijay Kumar Sharma (holding DIN: 06394784), 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	74	4228552	99.99
E-voting at AGM	NIL	NIL	NIL
Total	74	4228552	99.99

(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	10	18	0.01
E-voting at AGM	NIL	NIL	NIL
Total	10	18	0.01



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(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
E-voting at AGM	NIL	NIL
Total	NIL	NIL

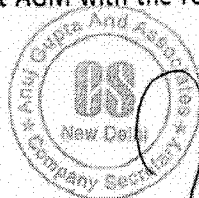
- III. Resolution No. 3 – Consideration and approval of dividend of Rs. 1.50/- (15%) per equity share for the financial year ended on 31st March, 2021.

(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	75	4228555	99.99
E-voting at AGM	NIL	NIL	NIL
Total	75	4228555	99.99

(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	9	15	0.01
E-voting at AGM	NIL	NIL	NIL
Total	9	15	0.01

(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
E-voting at AGM	NIL	NIL
Total	NIL	NIL

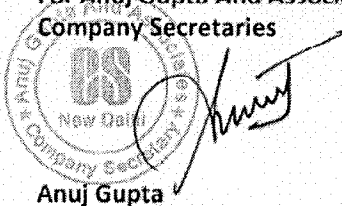
All the resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-voting and E-voting at AGM with the requisite majority and deemed to be passed as on the date of the AGM



Anil Gupta
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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 And Associates
Company Secretaries



Anuj Gupta
Proprietor
M. No.: A31025
COP No. 13025

UDIN: A031025001093601

Place: New Delhi
Date: 28/09/2021

Witnesses:

Kirti

(Kirti Mohar)
R/o House No. 686, Sunlight
Colony 1, Hari Nagar Ashram,
New Delhi- 110014

सुनील कुमार

(Sunil Kumar)
R/o House No. 869, Sunlight
Colony 2, Hari Nagar Ashram,
New Delhi- 110014