

**Annexure - C**

**FORM NO. MGT-9**

**EXTRACTS OF ANNUAL RETURN  
As on the financial year ended on  
31<sup>st</sup> March, 2022**

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

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**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	36,96,666	Nil	36,96,666	72.82	36,96,666	Nil	36,96,666	72.82	Nil
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>36,96,666</b>	<b>Nil</b>	<b>36,96,666</b>	<b>72.82</b>	<b>36,96,666</b>	<b>Nil</b>	<b>36,96,666</b>	<b>72.82</b>	<b>Nil</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>36,96,666</b>	<b>Nil</b>	<b>36,96,666</b>	<b>72.82</b>	<b>36,96,666</b>	<b>Nil</b>	<b>36,96,666</b>	<b>72.82</b>	<b>Nil</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	Nil	720	720	0.01	Nil
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	29,427	Nil	29,427	0.58	10	Nil	10	0.01	(0.57)
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>30,013</b>	<b>720</b>	<b>30,733</b>	<b>0.60</b>	<b>596</b>	<b>720</b>	<b>1,316</b>	<b>0.03</b>	<b>(0.57)</b>
<b>(2) NON-INSTITUTIONS</b>									
a) Bodies Corp.									
i) Indian	56,538	3,493	60,031	1.18	31,695	3,468	35,163	0.69	(0.49)
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									

i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	5,29,712	1,14,582	6,44,294	12.69	5,70,213	93,912	6,64,125	13.08	0.39
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1,00,475	Nil	1,00,475	1.98	1,20,434	Nil	1,20,434	2.37	0.39
c) Others:									
(i) Trusts	278	Nil	278	0.01	278	Nil	278	0.01	Nil
(ii) NRI	4,58,650	620	4,59,270	9.05	4,64,444	585	4,65,029	9.16	0.11
(iii) HUF	18,686	Nil	18,686	0.37	20,253	Nil	20,253	0.40	0.03
(iv) Clearing Member	3,773	Nil	3,773	0.07	663	Nil	663	0.01	(0.06)
(v) IEPF Authority	62,298	Nil	62,298	1.23	72,577	Nil	72,577	1.43	0.20
<b>Sub-total (B)(2):-</b>	<b>12,30,410</b>	<b>1,18,695</b>	<b>13,49,105</b>	<b>26.58</b>	<b>12,80,557</b>	<b>97,965</b>	<b>13,78,522</b>	<b>27.15</b>	<b>0.57</b>
<b>Total Public Shareholding (B)=(B)(1) + (B)(2)</b>	<b>12,60,423</b>	<b>1,19,415</b>	<b>13,79,838</b>	<b>27.18</b>	<b>12,81,153</b>	<b>98,685</b>	<b>13,79,838</b>	<b>27.18</b>	<b>Nil</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</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>Grand Total (A+B+C)</b>	<b>49,57,089</b>	<b>1,19,415</b>	<b>50,76,504</b>	<b>100.00</b>	<b>49,77,819</b>	<b>98,685</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	41,234	0.81	Nil	41,234	0.81	Nil	Nil
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	3,68,424	7.26	Nil	3,68,424	7.26	Nil	Nil
	<b>Total</b>	<b>36,96,666</b>	<b>72.82</b>	<b>Nil</b>	<b>36,96,666</b>	<b>72.82</b>	<b>Nil</b>	<b>Nil</b>

**(iii) Change in Promoters' Shareholding**

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
1	<b>Rakesh Talwar (HUF)</b>	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	2,72,414	5.37	2,72,414	5.37
	- Change during the year	Nil	Nil	2,72,414	5.37
	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	
2	<b>Mr. Rakesh Talwar</b>	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	5,92,634	11.67	5,92,634	11.67
	- Change during the year	Nil	Nil	5,92,634	11.67
	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	
3	<b>Mr. Rajesh Talwar</b>	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	10,10,498	19.90	10,10,498	19.90
	- Change during the year	Nil	Nil	10,10,498	19.90
	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	
4	<b>Mrs. Gita Talwar</b>	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	10,11,754	19.93	10,11,754	19.93
	- Change during the year	Nil	Nil	10,11,754	19.93
	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	
5	<b>Mrs. Shweta Talwar</b>	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	3,68,424	7.26	3,68,424	7.26

	- Change during the year	Nil	Nil	3,68,424	7.26
	At the end of the year	3,68,424	7.26	3,68,424	7.26

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

<i>Sl. No.</i>	<i>Particulars</i>	<i>Shareholding at the beginning of the year</i>		<i>Cumulative Shareholding during the year</i>	
<b>7</b>	<b>Mr. Kartik Talwar</b>	<i>No. of Shares</i>	<i>% of total shares of the Company</i>	<i>No. of Shares</i>	<i>% of total shares of the Company</i>
	At the beginning of the year	41,234	0.81	41,234	0.81
	- Change during the year	Nil	Nil	41,234	0.81
	At the end of the year	41,234	0.81	41,234	0.81

<i>Sl. No.</i>	<i>Particulars</i>	<i>Shareholding at the beginning of the year</i>		<i>Cumulative Shareholding during the year</i>	
<b>8</b>	<b>Mrs. Naini Talwar</b>	<i>No. of Shares</i>	<i>% of total shares of the Company</i>	<i>No. of Shares</i>	<i>% of total shares of the Company</i>
	At the beginning of the year	2,94,660	5.80	2,94,660	5.80
	- Change during the year	Nil	Nil	2,94,660	5.80
	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.		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
	<b>For Each of the Top 10 Shareholders</b>				
1	Mr. Sartaj Kumar Sahni	4,51,004	8.88	4,51,004	8.88
2	Investor Education and Protection Fund	62,298	1.23	72,577	1.43
3	Mahendra Girdharilal	32,100	0.63	32,100	0.63
4	Lincoln P Coelho	10,000	0.20	32,000	0.63
5	Tushar Kanti Chopra	31,500	0.62	28,500	0.56
6	Dolly Khanna	4,140	0.08	16,052	0.32
7	Sushil Soni	11,782	0.23	11,782	0.23
8	Sushil Soni	10,697	0.21	10,697	0.21
9	Kavita Gogia	9,728	0.19	9,728	0.19
10	Bhupendra Kantilal Dalal	3,762	0.07	9,345	0.18

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.		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
	<b>For Each of the Directors and KMP</b>				
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– Director				
	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
4	Mrs. Seema Sethi – Director				
	At the beginning of the year	2	0.00	2	0.00
	Date wise Increase / Decrease in Shareholding during the year	Nil	Nil	2	0.00
	At the end of the year	2	0.00	2	0.00
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	100	0.001
	At the end of the year	100	0.001	100	0.001
6	Mr. Sarabjeet Singh– Director				
	At the beginning of the year	774	0.01	774	0.01
	- Date wise Increase / Decrease in Shareholding during the year	Nil	Nil	774	0.01
	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 during the year	Nil	Nil	Nil	Nil
	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	6,105	1,463	Nil	7,568
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	6	Nil	Nil	6
<b>Total (i+ii+iii)</b>	<b>6,111</b>	<b>1,463</b>	<b>Nil</b>	<b>7,574</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	1,661	589	Nil	2,250
• Reduction	Nil	Nil	Nil	Nil
<b>Net Change</b>	<b>1,661</b>	<b>589</b>	<b>Nil</b>	<b>2,250</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	7,739	2,052	Nil	9,791
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	33	Nil	Nil	33
<b>Total (i+ii+iii)</b>	<b>7,772</b>	<b>2,052</b>	<b>Nil</b>	<b>9,824</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	13.64	12.07	25.71
	(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	0.34	Nil	0.34
	<b>Total (A)</b>	<b>13.98</b>	<b>12.07</b>	<b>26.05</b>
	Ceiling as per the Act			<b>143.25</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>14.32 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	9.06	4.86	13.92
	(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 - Others, specify	Nil Nil	Nil Nil	Nil Nil
5.	Others: (i) Medical Reimbursement	0.24	0.06	0.30
	<b>Total</b>	<b>9.30</b>	<b>4.92</b>	<b>14.22</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)
A. COMPANY					
Penalty	NIL				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
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: 20.06.2022**