



29th September, 2023

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 37th Annual General Meeting of the Company was held on Friday, 29th September, 2023 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 Talbros Engineering Limited

Ankush Jindal
Company Secretary-cum-Compliance Officer

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	Friday, 29th September, 2023
Total No. of shareholders on cut-off date	8223
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:	7 28

Resolution required: Ordinary		Resolution No. 1: Approval and adoption of Standalone Financial Statements as at 31 st March, 2023, including the Audited Balance Sheet as at 31 st March, 2023 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	3674156	3674156	100	3674156	NIL	100	NIL
	E-voting at AGM		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	3674156	3674156	100	3674156	NIL	100	NIL
Public - Institutions	Remote E-Voting	77762	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	77762	NIL	NIL	NIL	NIL	NIL	NIL
Public – Non Institutions	Remote E-Voting	1324586	486191	36.71	485823	368	99.92	0.08
	E-voting at AGM		4415	0.33	4415	NIL	100	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	1324586	490606	37.04	490238	368	99.92	0.08
Total		5076504	4164762	82.04	4164394	368	99.99	0.01

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

Resolution required: Ordinary		Resolution No. 2: Consideration and approval of Dividend of Rs. 2/- (20%) per equity share for the financial year ended 31 st March, 2023						
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	3674156	3674156	100	3674156	NIL	100	NIL
	E-voting at AGM		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	3674156	3674156	100	3674156	NIL	100	NIL
Public - Institutions	Remote E-Voting	77762	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	77762	NIL	NIL	NIL	NIL	NIL	NIL
Public – Non Institutions	Remote E-Voting	1324586	486191	36.71	485823	368	99.92	0.08
	E-voting at AGM		4415	0.33	4415	NIL	100	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	1324586	490606	37.04	490238	368	99.92	0.08
Total		5076504	4164762	82.04	4164394	368	99.99	0.01

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

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	Remote E-Voting	3674156	3674156	100	3674156	NIL	100	NIL
	E-voting at AGM		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	3674156	3674156	100	3674156	NIL	100	NIL
Public - Institutions	Remote E-Voting	77762	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	77762	NIL	NIL	NIL	NIL	NIL	NIL
Public – Non Institutions	Remote E-Voting	1324586	486191	36.71	485823	368	99.92	0.08
	E-voting at AGM		4415	0.33	4415	NIL	100	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	1324586	490606	37.04	490238	368	99.92	0.08
Total		5076504	4164762	82.04	4164394	368	99.99	0.01

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

Resolution required: Special		Resolution No. 4: To consider and approve the appointment of Mr. Ankush Jindal (holding DIN: 03634690) as a Whole Time Director (To be designated as an Executive Director) of the Company						
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	3674156	3674156	100	3674156	NIL	100	NIL
	E-voting at AGM		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	3674156	3674156	100	3674156	NIL	100	NIL
Public - Institutions	Remote E-Voting	77762	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	77762	NIL	NIL	NIL	NIL	NIL	NIL
Public – Non Institutions	Remote E-Voting	1324586	486191	36.71	485823	368	99.92	0.08
	E-voting at AGM		4415	0.33	4415	NIL	100	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	1324586	490606	37.04	490238	368	99.92	0.08
Total		5076504	4164762	82.04	4164394	368	99.99	0.01

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

Resolution required: Special		Resolution No. 5: To consider and approve appointment of Mrs. Seema Sethi (holding DIN: 07133329) as an Independent Director of the Company						
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	3674156	3674156	100	3674156	NIL	100	NIL
	E-voting at AGM		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	3674156	3674156	100	3674156	NIL	100	NIL
Public - Institutions	Remote E-Voting	77762	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	77762	NIL	NIL	NIL	NIL	NIL	NIL
Public – Non Institutions	Remote E-Voting	1324586	486185	36.71	485817	368	99.92	0.08
	E-voting at AGM		4415	0.33	4415	NIL	100	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	1324586	490600	37.04	490232	368	99.92	0.08
Total		5076504	4164756	82.04	4164388	368	99.99	0.01

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

For Talbros Engineering Limited

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: 37th Annual General Meeting (AGM) of the Equity Shareholders of Talbro Engineering Limited held on Friday, 29th September, 2023 at 11:01 a.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

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 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 08th August, 2023 of the 37th 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 Friday, 29th September, 2023 at 11:01 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 Tuesday, 26th September, 2023 up to 05:00 p.m. (IST) on Thursday, 28th September, 2023.
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 22nd September, 2023.
4. On September 29, 2023, 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. Rohit Kumar, R/o G-39, Jaitpur Ext., Part 1, Badarpur, Delhi – 110 039 and Mr. Rahul Kandpal R/o A-13, Taimur Nagar Ext., Khizrabad, New Delhi - 110065, 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 were 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 (For Resolution No. 1 to 4) 82 (For Resolution No. 5)	2	86 (For Resolution No. 1 to 4) 84 (For Resolution No. 5)
Total Number of shares held by them	4160347 (For Resolution No. 1 to 4) 4160341 (For Resolution No. 5)	4415	4164762 (For Resolution No. 1 to 4) 4164756 (For Resolution No. 5)

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, 2023 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	73	4159979	99.99
E-voting at AGM	2	4415	100.00
Total	75	4197534	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	11	368	0.01
E-voting at AGM	NIL	NIL	NIL
Total	11	368	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 – Consideration and approval of dividend of Rs. 2.00/- (20%) per equity share for the financial year ended on 31st March, 2023.

(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	73	4159979	99.99
E-voting at AGM	2	4415	100.00
Total	75	4197534	99.99



Anil Gupta

Anil Gupta

(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	11	368	0.01
E-voting at AGM	NIL	NIL	NIL
Total	11	368	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

- III. **Resolution No. 3 – 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	73	4159979	99.99
E-voting at AGM	2	4415	100.00
Total	75	4197534	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	11	368	0.01
E-voting at AGM	NIL	NIL	NIL
Total	11	368	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



Anuj Gupta

IV. **Resolution No. 4 – Appointment of Mr. Ankush Jindal (holding DIN: 03634690) as Whole Time Director (to be designated as an Executive Director) of the Company for tenure 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	73	4159979	99.99
E-voting at AGM	2	4415	100.00
Total	75	4197534	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	11	368	0.01
E-voting at AGM	NIL	NIL	NIL
Total	11	368	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

V. **Resolution No. 5 – Appointment of Mrs. Seema Sethi (holding DIN: 07133329) as an Independent Director of the Company for a tenure of five 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	71	4159973	99.99
E-voting at AGM	2	4415	100.00
Total	75	4197534	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	11	368	0.01




E-voting at AGM	NIL	NIL	NIL
Total	11	368	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

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)

ICSI M. No.: A31025

ICSI COP No. 13025

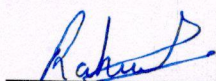
UDIN: A031025E001128242

Peer Review Certificate No. 1126 / 2021

Place: New Delhi


Date: 29/09/2023

Witnesses:



Rahul Kandpal

R/o A-13, Taimur Nagar Ext.,
Khizrabad, New Delhi – 110 065



Rohit Kumar

R/o G-39, Jaitpur Ext, Part 1,
Badarpur, New Delhi – 110 039