

Annexure - D

FORM NO. MGT-9

**EXTRACTS OF ANNUAL RETURN
As on the financial year ended on
31st March, 2023**

[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, 3rd 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	
A. Promoters									
(1) INDIAN									
a) Individual / HUF	36,96,666	Nil	36,96,666	72.82	36,97,139	Nil	36,97,139	72.83	0.01
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
Sub-total (A) (1):-	36,96,666	Nil	36,96,666	72.82	36,97,139	Nil	36,97,139	72.83	0.01
(2) FOREIGN									
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
Sub-total (A) (2):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Shareholding of Promoter (A)=(A)(1) + (A)(2)	36,96,666	Nil	36,96,666	72.82	36,97,139	Nil	36,97,139	72.83	0.01
B. PUBLIC SHAREHOLDING									
(1) INSTITUTIONS									
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	10	Nil	10	0.01	10	Nil	10	0.01	Nil
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
Sub-total (B)(1):-	596	720	1,316	0.03	596	720	1,316	0.03	Nil
(2) NON-INSTITUTIONS									
a) Bodies Corp.									
i) Indian	31,695	3,468	35,163	0.69	34,849	3,098	37,947	0.75	0.06
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									

i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	5,70,213	93,912	6,64,125	13.08	5,59,883	83,437	6,43,320	12.67	(0.41)
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1,20,434	Nil	1,20,434	2.37	1,20,894	Nil	1,20,894	2.38	0.01
c) Others:									
(i) Trusts	278	Nil	278	0.01	278	Nil	278	0.01	Nil
(ii) NRI	4,64,444	585	4,65,029	9.16	4,64,775	585	4,65,360	9.16	Nil
(iii) HUF	20,253	Nil	20,253	0.40	32,997	Nil	32,997	0.65	0.25
(iv) Clearing Member	663	Nil	663	0.01	409	Nil	409	0.00	(0.01)
(v) IEPF Authority	72,577	Nil	72,577	1.43	76,494	Nil	76,494	1.51	0.08
(vi) Suspense Escrow A/c	Nil	Nil	Nil	Nil	350	Nil	350	0.01	0.01
Sub-total (B)(2):-	12,80,557	97,965	13,78,522	27.15	12,90,929	87,120	13,78,049	27.14	(0.01)
Total Public Shareholding (B)=(B)(1) + (B)(2)	12,81,153	98,685	13,79,838	27.18	12,91,525	87,840	13,79,365	27.17	(0.01)
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	49,77,819	98,685	50,76,504	100.00	49,88,664	87,840	50,76,504	100.00	Nil

(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	3,30,558	6.51	Nil	5.70
2	Mr. Karan Talwar	1,05,048	2.07	Nil	3,94,845	7.78	Nil	5.70
3	Rakesh Talwar (HUF)	2,72,414	5.37	Nil	2,414	0.05	Nil	(5.32)
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	2,83,986	5.59	Nil	(6.08)
6	Mrs. Gita Talwar	10,11,754	19.93	Nil	10,11,754	19.93	Nil	Nil
7	Mr. Rajesh Talwar	10,10,498	19.91	Nil	10,10,498	19.91	Nil	Nil
8	Mrs. Shweta Talwar	3,68,424	7.26	Nil	3,68,424	7.26	Nil	Nil
	Total	36,96,666	72.82	Nil	36,97,139	72.83	Nil	Nil

(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	Rakesh Talwar (HUF)				
	At the beginning of the year	2,72,414	5.37	2,72,414	5.37
	- Transfer by way of gift to Mr. Kartik Talwar on 24 th June, 2022	2,70,000	5.32	2,414	0.05
	At the end of the year	2,414	0.05	2,414	0.05

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	Mr. Rakesh Talwar				
	At the beginning of the year	5,92,634	11.67	5,92,634	11.67
	- Transferred by way of gift on 24 th June, 2022				
	- Mr. Karan Talwar	2,89,324	5.70	3,03,310	5.97
	- Mr. Kartik Talwar	19,324	0.38	2,83,986	5.59
	At the end of the year	2,83,986	5.59	2,83,986	5.59

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	Mr. Rajesh Talwar				
	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	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
4	Mrs. Gita Talwar				
	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.	Particulars	Shareholding at the beginning of	Cumulative Shareholding during
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No.		the year		the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
5	Mrs. Shweta Talwar				
	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

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	Mr. Karan Talwar				
	At the beginning of the year	1,05,048	2.07	1,05,048	2.07
	- Acquired by way of gift from Mr. Rakesh Talwar on 24 th June, 202	2,89,324	5.70	3,94,372	7.77
	- Acquired from open market on 29 th July, 2022	473	0.01	3,94,845	7.78
	At the end of the year	3,94,845	7.78	3,94,845	7.78

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	Mr. Kartik Talwar				
	At the beginning of the year	41,234	0.81	41,234	0.81
	- Acquired by way of gift from				
	- Mr. Rakesh Talwar	19,324	0.38	60,558	1.19
	- Rakesh Talwar (HUF)	2,70,000	5.32	3,30,558	6.51
	At the end of the year	3,30,558	6.51	3,30,558	6.51

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	Mrs. Naini Talwar				
	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.	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	72,577	1.43	76,494	1.51
3	Mahendra Girdharilal	32,100	0.63	32,100	0.63
4	Lincoln P Coelho	32,000	0.63	32,000	0.63
5	Sushil Soni	10,697	0.21	22,479	0.44
6	Dolly Khanna	16,052	0.32	17,807	0.35
7	Anita Gupta	4,633	0.09	16,135	0.32
8	J P Khetan	500	0.01	11,070	0.22
9	Kavita Gogia	9,728	0.19	9,728	0.19
10	Naresh Kumar Ghogar	489	0.01	8,001	0.16

(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 – 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	Mrs. Shashi Khurana – 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	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
Indebtedness at the beginning of the financial year				
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
Total (i+ii+iii)	7,772	2,052	Nil	9,824
Change in Indebtedness during the financial year				
• Addition	Nil	382	Nil	382
• Reduction	70	Nil	Nil	(70)
Net Change	(70)	382	Nil	312
Indebtedness at the end of the financial year				
i) Principal Amount	7,688	2,434	Nil	10,122
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	14	Nil	Nil	14
Total (i+ii+iii)	7,702	2,434	Nil	10,136

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	14.87	13.56	28.43
	(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	0.37	Nil	0.37
	Total (A)	15.24	13.56	28.80
	Ceiling as per the Act			304.80

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

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Sunil Kumar	Mrs. Shashi Khurana	Mr. Kuldeep Singh Bhalla	Mr. Sarabjeet Singh	
1.	Independent Directors					
	• Fees for attending board/ committee meetings	10,000	10,000	10,000	10,000	40,000
	• Commission	Nil	Nil	Nil	Nil	Nil
	• Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (1)	10,000	10,000	10,000	10,000	40,000
2.	Other Non-Executive Directors					
	• Fees for attending board/ committee meetings	Nil	Nil	Nil	Nil	Nil
	• Commission	Nil	Nil	Nil	Nil	Nil
	• Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil
	Total (B) = (1+2)	10,000	10,000	10,000	10,000	40,000
	Total Managerial Remuneration					40,000
	Overall Ceiling as per the Act					27.71 Lakhs

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	9.81	5.24	15.05
	(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	Nil	Nil	Nil

	Act, 1961			
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	0.26	Nil	0.26
	Total	10.07	5.24	15.31

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: 08th August, 2023