

ANNEXURE - D

FORM NO. MGT-9

EXTRACTS OF ANNUAL RETURN

As on the financial year ended on 31st March, 2024

[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 – 121006
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 - 110062, 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:

Sl. 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	36,97,139	Nil	36,97,139	72.83	36,74,156	Nil	36,74,156	72.83	(0.45)
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):-	36,97,139	Nil	36,97,139	72.83	36,74,156	Nil	36,74,156	72.38	(0.45)
(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)	36,97,139	Nil	36,97,139	72.83	36,74,156	Nil	36,74,156	72.38	(0.45)
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	0.00	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	0.02	Nil
(2) NON-INSTITUTIONS									
a) Bodies Corp.									
i) Indian	34,849	3,098	37,947	0.75	47,540	3,098	50,638	1.00	0.24
i) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	5,59,883	83,437	6,43,320	12.67	5,99,004	71,560	6,70,564	13.21	0.54
(ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	1,20,894	Nil	1,20,894	2.38	96,382	Nil	96,382	1.89	(0.49)
c) Others									
(i) Trusts	278	Nil	278	0.01	278	Nil	278	0.01	Nil
(ii) NRI	4,64,775	585	4,65,360	9.16	4,72,238	585	4,72,823	9.31	0.15
(ii) HUF	32,997	Nil	32,997	0.65	33,565	Nil	33,565	0.66	0.01
(iii) Clearing Member	409	Nil	409	0.00	24	Nil	24	0.00	Nil
(iv) IEPF Authority	76,494	Nil	76,494	1.51	76,408	Nil	76,408	1.51	Nil
(v) Suspense Escrow A/c	350	Nil	350	0.01	350	Nil	350	0.01	Nil
Sub-total (B)(2):-	12,90,929	87,120	13,78,049	27.14	13,25,789	75,243	14,01,032	27.62	0.16
Total Public Shareholding (B)=(B)(1)+(B)(2)	12,81,153	98,685	13,79,838	27.18	13,26,385	75,963	14,02,348	27.62	(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	50,00,541	75,963	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	3,30,558	6.51	Nil	3,30,558	6.51	Nil	Nil
2	Mr. Karan Talwar	3,94,845	7.78	Nil	3,94,845	7.78	Nil	Nil
3	Rakesh Talwar (HUF)	2,414	0.05	Nil	2,414	0.05	Nil	Nil
4	Mrs. Naini Talwar	2,94,660	5.80	Nil	2,84,411	5.60	Nil	(0.20)
5	Mr. Rakesh Talwar	2,83,986	5.59	Nil	2,71,252	5.34	Nil	(0.25)
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	36,97,139	72.83	Nil	36,74,156	72.38	Nil	(0.45)

(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	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. 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. 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
3	Mr. Karan Talwar				
	At the beginning of the year	3,94,845	7.78	3,94,845	7.78
	- Change during the year	Nil	Nil	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
4	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
5	Mr. Kartik Talwar				
	At the beginning of the year	3,30,558	6.51	3,30,558	6.51
	- Change during the year	Nil	Nil	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		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
6	Mrs. Naini Talwar							
	At the beginning of the year	2,94,660	5.80	01.04.2023	0	0	2,94,660	5.80
				18.08.2023	2,354	Sale	2,92,306	5.76
				25.08.2023	2,336	Sale	2,89,970	5.71
				01.09.2023	5,153	Sale	2,84,817	5.61
				15.09.2023	406	Sale	2,84,411	5.60
	At the end of the year	2,84,411	5.60	31.03.2024			2,84,411	5.60

Sl. No.	Particulars	Shareholding at the beginning of the year		Date	Increase/Decrease in shareholding	Reason	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. Rakesh Talwar							
	At the beginning of the year	2,83,986	5.59	01.04.2023	0	0	2,83,986	5.59
				18.08.2023	4,645	Sale	2,79,341	5.50
				25.08.2023	6,289	Sale	2,73,052	5.38
				01.09.2023	1,800	Sale	2,71,252	5.34
	At the end of the year	2,71,252	5.34	31.03.204			2,71,252	5.34

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	Rakesh Talwar (HUF)				
	At the beginning of the year	2,414	0.05	2,414	0.05
	- Change during the year	Nil	Nil	2,414	0.05
	At the end of the year	2,414	0.05	2,414	0.05

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

Sl. No.	Particulars	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
	For Each of the Top 10 Shareholders				
1	Mr. Sartaj Kumar Sahni	4,51,004	8.88	4,51,004	8.88
2	Investor Education and Protection Fund	76,494	1.51	76,408	1.50
3	Lincoln P Coelho	32,000	0.63	40,000	0.78

4	Mahendra Girdharilal	32,100	0.63	32,100	0.63
5	Sushil Soni	22,479	0.44	22,479	0.44
6	Ajay Bharatbhai Shah	2,036	0.04	12,500	0.24
7	Visco Trade Associates Limited	4,256	0.08	10,692	0.21
8	Kavita Gogia	9,728	0.19	9,728	0.19
9	Dolly Khanna	17,807	0.35	9,189	0.18
10	Hemal Virendra Mehta	1,333	0.02	7,500	0.14

(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
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	130	0.00	130	0.00
	- Date wise Increase / Decrease in Shareholding during the year	Nil	Nil	Nil	Nil
	At the end of the year	130	0.00	130	0.00
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* – Whole Time 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
9	Mr. Anuj Gupta* – 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

*During the period under re-view, there was change in designation of Mr. Ankush Jindal from Company Secretary and Compliance Officer to Whole Time Director of the Company and Mr. Anuj Gupta, was appointed as Company Secretary and Compliance officer w.e.f November 01, 2023.

*During the period under re-view.

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	7,688	2,434	Nil	9,791
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	14	Nil	Nil	33
Total (i+ii+iii)	7,702	2,434	Nil	9,824
Change in Indebtedness during the financial year				
• Addition	217	902	Nil	902
• Reduction	Nil	Nil	Nil	(70)
Net Change	217	902	Nil	312

Indebtedness at the end of the financial year				
i) Principal Amount	7,918	3,336	Nil	10,122
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	1	Nil	Nil	14
Total (i+ii+iii)	7,919	3,336	Nil	10,136

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Amount in ₹ Lakhs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Mr. Ankush Jindal - ED*	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	4.96	9.10	13.95	28.01
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission				
	- As % of profit	Nil	Nil	Nil	Nil
	- Others, specify	Nil	Nil	Nil	Nil
5.	Others:				
	(i) Medical Reimbursement	Nil	Nil	Nil	Nil
	Total (A)	4.96	9.10	13.95	28.01
	Ceiling as per the Act (being 10% of the net profits of the Company calculated as per section 198 of the Companies Act, 2013).				239.32 Lakhs

*Salary of Mr. Sanjay Sharma-ED, includes salary up to October 31, 2023, i.e. ₹9.10 lakhs, as he ceased to director w.e.f October 31, 2023 due to completion of tenure.

*Salary of Mr. Ankush Jindal-ED, includes w.e.f. November 01, 2023, as he was appointed as Executive Director w.e.f. November 01, 2023.

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

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Sunil Kumar	Mrs. Shashi Khurana	Mr. Kuldeep Singh Bhalla	Mr. Sarab-jeet 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	
	• Others, please specify	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					23.93 Lakhs

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: (Amount in ₹ 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	1.72	5.36	7.08
	(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	0.26	Nil	0.26
	Total (A)	1.72	5.36	7.08

*Salary of Company Secretary includes w.e.f November 01, 2023, as he was appointed from that date.

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/-
Ankush Jindal
 Executive Director
 DIN: 03634690
 R/o H. No. 37, Sector 55
 Faridabad, Haryana

Place: Faridabad
Date: 08th August, 2024