

ANNEXURE - D
FORM NO. MGT-9
EXTRACTS OF ANNUAL RETURN
As on the financial year ended on 31st March, 2025

[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:

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	36,74,156	Nil	36,74,156	72.38	36,84,860	Nil	36,84,860	72.59	0.21
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):-	36,74,156	Nil	36,74,156	72.38	36,84,860	Nil	36,84,860	72.59	0.21
(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)	36,74,156	Nil	36,74,156	72.38	36,84,860	Nil	36,84,860	72.59	0.21
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) FIIs	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	47,540	3,098	50,638	1.00	34,764	2,174	36,938	0.73	(0.27)
i) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakh	5,99,004	71,560	6,70,564	13.21	5,96,646	56,934	6,53,580	12.87	(0.34)
(ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	96,382	Nil	96,382	1.89	95,104	Nil	95,104	1.87	(0.02)
c) Others									
(i) Trusts	278	Nil	278	0.01	278	Nil	278	0.01	Nil
(ii) NRI	4,72,238	585	4,72,823	9.31	4,70,108	585	4,70,693	9.27	(0.04)
(ii) HUF	33,565	Nil	33,565	0.66	43,508	Nil	43,508	0.86	0.20
(iii) Clearing Member	24	Nil	24	0.00	24	Nil	24	0.00	Nil
(iv) IEPF Authority	76,408	Nil	76,408	1.51	89,853	Nil	89,853	1.77	0.26
(v) Suspense Escrow A/c	350	Nil	350	0.01	350	Nil	350	0.01	Nil
Sub-total (B)(2):-	13,25,789	75,243	14,01,032	27.60	13,30,635	59,693	13,90,328	27.39	(0.21)
Total Public Shareholding (B)=(B)(1)+(B)(2)	13,26,385	75,963	14,02,348	27.62	13,31,231	60,413	13,91,644	27.41	(0.21)
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	50,00,541	75,963	50,76,504	100.00	50,16,091	60,413	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	2,84,411	5.60	Nil	2,84,411	5.60	Nil	Nil
5	Mr. Rakesh Talwar	2,71,252	5.34	Nil	2,71,252	5.34	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	19.91	Nil	10,10,498	19.91	Nil	Nil
8	Mrs. Shweta Talwar	3,68,424	7.26	Nil	3,79,128	7.47	Nil	0.21
	Total	36,74,156	72.38	Nil	36,84,860	72.59	Nil	0.21

(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	19.91	10,10,498	19.91
	- Change during the year	Nil	Nil	10,10,498	19.91
	At the end of the year	10,10,498	19.91	10,10,498	19.91

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	10,704	0.21	3,79,128	7.47
	At the end of the year	3,79,128	7.47	3,79,128	7.47

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
5	Mr. Kartik Talwar	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	3,30,558	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		Cumulative Shareholding during the year	
6	Mrs. Naini Talwar	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	2,84,411	5.60	2,84,411	5.60
	- Change during the year	Nil	Nil	2,84,411	5.60
	At the end of the year	2,84,411	5.60	2,84,411	5.60

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
7	Mr. Rakesh Talwar	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	2,71,252	5.34	2,71,252	5.34
	- Change during the year	Nil	Nil	2,71,252	5.34
	At the end of the year	2,71,252	5.34	2,71,252	5.34

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
8	Rakesh Talwar (HUF)	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	2,414	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	
	For Each of the Top 10 Shareholders	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	76,408	1.50	89,853	1.77
3	Lincoln P Coelho	40,000	0.78	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	Ramesh Singh C	7,097	0.14	11,222	0.22
7	Visco Trade Associates Limited	10,692	0.21	10,692	0.21
8	Kavita Gogia	9,728	0.19	9,728	0.19
9	Karan Suresh Majithia	5,912	0.12	7,509	0.15
10	Shailender Soni & Sons HUF	6,415	0.13	6,415	0.13

(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. Ankush Jindal – 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	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
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	0.002	130	0.002
	Date wise Increase / Decrease in Shareholding during the year	Nil	Nil	130	0.002
	At the end of the year	130	0.002	130	0.002
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. Manoj Kumar - 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
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
10	Mr. Divam Mittal - 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

*Mr. Kanwar Pal Pawar has tendered his resignation from the office of Chief Financial Officer (CFO) of the Company and Mr. Manoj Kumar Chauhan has been appointed as new Chief Financial Officer (CFO) of the Company w.e.f. 11th November, 2024.

*Mr. Anuj Gupta has tendered his resignation from the office of Company Secretary (CS) w.e.f. 14th August, 2024 and Mr. Divam Mittal has been appointed as Company Secretary (CS) w.e.f. 11th November, 2024. However, Mr. Divam Mittal has tendered his resignation w.e.f. 30th June, 2025.

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	7,918	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
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	10,775	2,434	Nil	13,209
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	9	Nil	Nil	9
Total (i+ii+iii)	10,784	2,434	Nil	13,218

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. Vijay Kumar Sharma - ED	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12.98	14.77	27.71
	(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	Nil	Nil	Nil
	Total (A)	12.98	14.77	27.71
	Ceiling as per the Act (being 10% of the net profits of the Company calculated as per section 198 of the Companies Act, 2013).			267.48 Lakhs

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

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mrs. Seema Sethi	Mrs. Shashi Khurana	Mr. Kuldeep Singh Bhalla	Mr. Sarab-jeet Singh	
1.	Independent Directors					
	• Fees for attending board/ committee meetings	15,000	15,000	15,000	15,000	60,000
	• Commission	Nil	Nil	Nil	Nil	
	• Others, please specify	Nil	Nil	Nil	Nil	
	Total (1)	15,000	15,000	15,000	15,000	60,000
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)	15,000	15,000	15,000	15,000	60,000
	Total Managerial Remuneration					60,000
	Overall Ceiling as per the Act (being 1% of the net profits of the Company calculated as per section 198 of the Companies Act, 2013).					26.75 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	4.21	5.84	10.05
	(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 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	Nil	Nil	Nil
	Total (A)	4.21	5.84	10.05

*Salary of Company Secretary includes Salary of Mr. Anuj Gupta upto 14th August, 2024 and for Mr. Divam Mittal from 11th November, 2024.

*Salary of CFO includes Salary of Mr. Kanwar Pal Pawar upto 10th November, 2024 and for Mr. Manoj Kumar Chauhan from 11th November, 2024

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: 07th August, 2025