TALBROS ENGINEERING LIMITED

TRANSCRIPT OF THE 39TH ANNUAL GENERAL MEETING OF TALBROS ENGINEERING LIMITED HELD ON TUESDAY, SEPTEMBER 30, 2025 AT 11.30 A.M. THROUGH VIDEO CONFERENCING

Ruchi Patni

Good Morning everyone, I Ruchi Patni, GM-Finance of Talbros Engineering Limited hereby welcome our Hon'ble Directors, Auditors and Members, who have joined us today, on Tuesday, 30th September 2025 at the 39th Annual General Meeting of the Company through Video Conferencing. The deemed venue for this meeting shall be Registered office of the Company i.e. Plot No. 74-75-76, Sector-6, Faridabad, Haryana - 121006.

First of all, I would like to introduce our panelists for the meeting:

Mr. Tarun Talwar Chief Operating Officer of the Company.

Mr. Ankush Jindal, Executive Director of the Company.

Mr. Vijay Kumar Sharma, Executive Director and Chairman of Corporate Social Responsibility Committee.

Mr. Kuldeep Singh Bhalla, Independent Director and Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

Mr. Sarabjeet Singh, Independent Director of the company.

Mrs. Seema Sethi, Independent Director of the Company and

Mrs. Shashi Khurana, Independent Directors of the Company.

Apart from them, we have Mr. Manoj Kumar Chauhan, Chief Financial Officer (CFO) and Ms. Kajal Gupta, Company Secretary of the company.

Also, I would like to welcome CA Neeru Modi, from Rakesh Raj & Associates, Our Company's Statutory Auditors, and

Mr. Anuj Gupta, Authorised representative from Anuj Gupta and Associates, our secretarial auditors and Scrutinizer for this event's e-voting.

I am thankful to all of you for joining this general meeting which is the testimony of your strong support and faith in us and this inspires us to achieve new milestones of success.

Members may note that this Annual General Meeting is being held through video conferencing, in accordance with the Companies Act, 2013 and circulars issued by the Ministry of Corporate Affairs. The facility for joining this meeting, through video conferencing, is made available for the members. The Company has taken all feasible steps to ensure that the Company's shareholders are provided an opportunity to participate in the Annual General Meeting and to vote.

In terms of the circulars, the Requirement of sending proxy forms to Holders of securities as per provisions of section 105 of the Act read with Regulation 44(4) of the listing Regulations, has been dispensed with. Therefore, the facility to appoint proxy by the members will not be available.

In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

The Company has provided the facility to cast votes electronically on all the resolutions set forth in the 39th AGM Notice. Members who have not cast their votes electronically and who are participating in this meeting will have an opportunity to cast their votes through the e-voting system provided by CSDL during the meeting. Members can click on the 'Cast Your Vote' tab on the video conference screen to make use of this facility as per the instructions provided in the AGM Notice.

Also, Subject to the receipt of requisite number of votes, the businesses mentioned in the Notice / the resolutions forming part of the Notice shall be deemed to be passed on the date of the AGM, i.e., Tuesday, September 30, 2025.

I would like to convey that Mr. Sarabjeet Singh, Independent Director of the Company has been nominated as Chairman of the Meeting.

With the permission of the Chairman and Quorum being present, we are proceeding with Annual General meeting conducted through Video Conferencing / Other Audio Visual Means as permitted by Ministry of Corporate Affairs.

The 39th Annual Report along with Directors Report and its required annexures have already been sent electronically to all the members of the Company. Hence, with the permission of the chairman, the Notice dated August 7, 2025, convening the 39th AGM has been taken as read.

As per the Companies Act, 2013 and applicable Secretarial Standards, issued by ICSI, the Auditors' report and Secretarial Audit Report are required to be read only when there are qualifications or adverse observations or comments.

There were no qualifications, observations or other remarks made by the Auditors in their Report on the Financial Statements or by the Secretarial Auditors in its Secretarial Audit Report for the financial year ended March 31, 2025 which may have any adverse effect on the functioning of the Company.

But, for the Shareholder's interest, the said report's briefing is as'

we have audited the accompanying IND AS financial statements of Talbros Engineering Limited, the company which comprises the balance sheet as at 31 March 2025, the statement of profit and loss, the statement of changes in equity and the statement of cash flows for the year ended on that date and a summary of significant accounting policies and other explanatory information.

Now, I would like to invite and request Mr. Sarabjeet Singh, Chairman of the Meeting to address the shareholder of the company.

Sarabjeet Singh

Greetings Ladies and Gentlemen!

Being elected as Chairman of the Meeting, I have great pleasure in welcoming all our shareholders to this 39th Annual General Meeting of Talbros Engineering Limited on behalf of Board of Directors.

To begin with, let me thank you for the confidence reposed and the support extended to the company, since so many years. This is an occasion for shareholders to not only learn about the performance of their Company during the previous year but also about the prospects for the current year. It also provides them an opportunity to convey their thoughts and suggestions to the management. It is thus a very important component of corporate governance. We are conducting this meeting virtually in compliance with the applicable laws and regulations.

Our Journey deeply resonates with the ethos of "Atmanirbhar Bharat". Through relentless innovation, strategic capacity enhancements, and capitalizing on emerging high-growth opportunities, we have established businesses of global scale. As we look ahead, we remain committed to leading with the purpose and growing responsibly. We are excited about the opportunities that lie ahead and are confident in our ability to navigate any challenges that come our way.

Let me now briefly touch upon the overall economic environment before I share my thoughts on your company's performance in FY 25.

Under the dynamic leadership of our Hon'ble Prime Minister, Shri Narender Modi Ji, India's Economy has demonstrated remarkable resilience amid global uncertainties and slowing growth. India Stands out as a global beacon of economic progress. The 'Make in India' Initiative, coupled with sustained structural reforms, creates substantial opportunities for growth. India's economic growth is propelled by our young population, an expanding middle class, rapid urbanisation, rising disposable incomes and growing aspirations.

In 2024, the Global Economy exhibited resilience in the face of several macroeconomics challenges. Growth held steady at 3.3.% despite the geopolitical disruption, such as tensions in the Middle East and the ongoing Russia-Ukraine conflict. The global economy recovered from the after-effects the Russia-Ukraine war, and a global energy crisis.

India sustained its growth momentum and retained its position among the fastest growing economies. According to the National Statistics Organisation's (NSO) second advance estimates, real GDP growth is 6.5% in FY 2024-25. India currently ranks among the world's top five economies and is on track to become the third largest economy by FY 28. On the other hand, the Indian Automobile Market is currently the fourth largest auto market globally and, on its track, to secure the third position by 2026. The industry clocks a growth of around 7.3% in FY 2024-25 in domestic sales and exports rose by 19.2%, reflecting strong global demand.

The automobile industry is dependent on various factors such as availability of skilled labour at low cost, robust R & D Centres and low-cost steel production. The Company is ready to cater the needs by upgrading its manufacturing facilities located at Faridabad and Hathin in Haryana. The Company has ordered numerous upgraded machines for its plants located in Faridabad. The Company is continuously striving on better and automated technology adoption for effective and efficient working and to walk out of the competition queue.

Your Company does not foresee any major threats to its growth and market share in the coming years nor any technological obsolescence for its products as our product is primarily drive train.

As we drive growth, we remain steadfast with our commitment to our core values of strong corporate governance, transparency, compliance, safety and sustainability, quality and customer satisfaction.

Your Company's Performance:

During the Financial Year 2024-25, the financial performance of your company stand satisfactory.

(i) Your Company has shown a net revenue from operations of Rs. 44,609 Lakhs in this financial year ended on 31st March, 2025 as against 41,003 Lakhs for the previous financial year.

(ii) The net profit after tax for this year is Rs. 2,020 Lakhs as compared to Rs. 1,789 Lakhs for the previous financial year.

(iii) Exports turnover (F.O.B. Value) for the year ended on 31st March, 2025 is Rs. 7,284 Lakhs as compared to Rs. 5,622 Lakhs in the previous financial year.

(iv) Reserves & Surplus of your company as on 31st March, 2025 stand at Rs. 14,938 Lakhs as against the paid-up capital of Rs. 508 Lakhs.

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(v) Earnings per share (EPS) for fiscal was 39.78. The Board of Directors have recommended a Dividend of 25% (Rs. 2.50) per equity share for the financial year ended on March 31, 2025.

Your Company has been steady in its dividend payout to reward its shareholders while maintaining growth in its business. This reflects your Company's unwavering commitment to shareholder value creation on sustained basis.

Besides performing well, your company also extend its support towards social activities by contributing towards CSR activities which includes:

a) Creating equitable opportunities for the under privileged children of the society.

b) Improving health care by organising regular medical camps.

c) Contributing to the non-profit organisations indulged in rendering of free services including education, medical and old age home services.

d) Contribution in Women Empowerment by organizing the programmes on prevention of human trafficking of women and children across India.

We remain committed to deliver steady and profitable growth across all key parameters in the business.

Our people are our biggest asset, and we believe that investing in our people is an investment for the future. We continue to foster a culture that empowers our people to grow – both professionally and personally, alongside the business.

Your Company is what it is today because of its people. Your Company's three decades of success is attributable to the dedication, hard work and accomplishments of every member of Team TEL. Your Company's people policies revolve around the core principles of onboarding the right talent, providing them with a conducive work environment, nurturing talent, i.e. offering opportunities for learning and self development, empowering them by encouraging collaboration and innovation, recognising, rewarding, and celebrating achievements, facilitating career transition and mobility, as well as promoting gender diversity.

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At the core of our organization's success lies a robust and dynamic Board of Directors, whose commitment to excellence drives our strategic vision and operational effectiveness. Our Board is composed of individuals with diverse expertise and deep industry knowledge. Each member brings a unique perspective, ensuring a well-rounded approach to decision-making and oversight. This diversity not only enhances our ability to navigate complex challenges but also fosters innovative solutions that keep us ahead of the curve. Our rigorous processes for evaluating board performance, ensuring compliance, and managing risks are designed to uphold the highest standards of integrity and accountability. Looking ahead, the Board remains dedicated to steering the organization towards sustained growth and success. We will continue to leverage our collective expertise, embrace innovation, and uphold our fiduciary responsibilities with the utmost diligence. Thank you for your continued support and trust in our leadership.

Your Company believes that responsible corporate governance is the foundation for long-term success. Committed to the highest ethical standards in all business dealings, fostering transparency and accountability throughout the organisation, your Company's robust governance framework ensures compliance with regulations and global best practices.

I wish you all and your family members all the best!

Thank You!

Ruchi Patni

With the permission of the Chairman, the following items of the business are put for vote today:

<u>ORDINARY BUSINESS</u>

1. Adoption of the Audited Financial Statements of the Company for the financial year ended on March 31, 2025 including the report of Board of Directors' and of Auditors' thereon.
2. Declaration of the Final Dividend of Rs. 2.5/- i.e. (25%) per equity share, fully paid-up for financial year 2024-25.
3. Re-appointment of Mr. Ankush Jindal (holding DIN: 03634690), who retires by Rotation, offers himself for re-appointment.

<u>SPECIAL BUSINESS</u>

4. Re-appointment, of Mr. Vijay Kumar Sharma (holding DIN: 06394784) as a Whole-time Director, designated as Executive Director of the Company for a term of five consecutive years effective from October 1, 2025.

5. Appointment of Mr. Sumit Kumar Sachdeva (holding DIN: 08774114) as a Non-Executive and Independent Director of the company for a term of five consecutive years effective from April 1, 2026.

6. Increase the Borrowing Limit under section 180 (1) (C) of the Companies Act, 2013 up to an amount not exceeding Rs. 150 crores only.

7. Provide Security in connection with the borrowings of the company under section 180 (1) (a) of the companies act, 2013 up to an amount not exceeding Rs. 150 crores only.

8. Appointment of M/s Anuj Gupta and Associates as the Secretarial Auditor of the company for a term of five consecutive years commencing from 2025-26 to 2029-30.

Now I would like to ask Members of the Company who has registered themselves as a speaker for this 39th Annual General Meeting that in case of any queries or questions, feel free to ask.

First - Mr. Ajay Kumar Jain

Moderator

Mr. Ajay Kumar Jain, please unmute yourself and speak.

Ajay Kumar Jain

Respected Chairman and Board members.

First of all thanks to the chairman for giving such elaborative speech in which he not only inform us about the company's performance but also about industry's performance which is very helpful to the shareholders.

I would like to know about the financial growth and margins of the company for the half year and any beneficial impact on the company's performance due to the new GST rates issued by the government.

In Last, I would like to congratulate to the company and the management for this outstanding performance consistently and wish all the best for future.

Thankyou!

RUCHI PATNI

Thankyou Mr. Ajay Kumar Jain. Our second speaker is Mr. Narender Singh Chauhan.

Moderator

Mr. Chauhan, please unmute and speak.

Due to the technical issue, Mr. Chauhan is unable to connect. Please request to the next speaker.

RUCHI PATNI

Sure. We go on to the next speaker, Mr. Praveen Kumar

Moderator

Mr. Praveen Kumar is not present here.

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RUCHI PATNI

OK. There are NO more speakers. So, we thank all of you dear speakers for your kind participation.

Members may note that e voting on the CSDL platform will continue to be available for next 15 min. Therefore, I request members who have not cast their vote, please do so within next 15 min. I would like to inform that the Company has appointed M/s Anuj Gupta and Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the remote e-voting and e-voting at the Annual General Meeting.

The results of vote casted through remote e-voting and e-voting at the Meeting shall be declared and placed on website of the Company, on the website of BSE Limited at www.bseindia.com and on Website of CDSL/RTA.

Also, Mr. Ankush Jindal, Executive Director and/or Ms. Kajal Gupta, Company Secretary and Compliance Officer of the company is authorized for submission of the e-voting results to the stock exchange where the shares of the Company are listed latest by October 2, 2025.

I once again thank you all for being a part of this meeting.

Thanks to the Chairperson.

Thankyou!!