



TALBROS ENGINEERING LIMITED

Regd. Office: Plot No. 74-75, Sector 6, Faridabad, Haryana – 121 006

CIN: L74210HR1986PLC033018

Phone: 0129-4284300, Fax: 0129-4061541

Email: cs@bnt-talbro's.com, Website: www.talbro'saxles.com

NOTICE OF 29TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirtieth Annual General Meeting of the members of Talbro's Engineering Limited will be held as under to transact the following businesses:

Day, Date Friday, 30th September, 2016
Time : 10:30 a.m.
Venue : Moti Mahal, SCO 16P, Huda Market, Sector
 16, Faridabad, Haryana - 121 002

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2016, the statement of audited Profit & Loss for the year ended 31st March, 2016, Board's Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Sanjay Sharma (holding DIN: 06394774), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s Rakesh Raj & Associates, Chartered Accountants (FRN: 005145N) as statutory auditors of the Company and to fix their remuneration. In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s Rakesh Raj & Associates, Chartered Accountants (Firm Registration No.: 005145N), as Statutory Auditors of the Company to hold the office for financial year 2016-17 from conclusion of this Annual General Meeting until the conclusion of 31st Annual General Meeting on such remuneration as shall be fixed by the Board of Directors, from time to time.”

SPECIAL BUSINESS

4. To confirm the appointment of Mr. Kuldeep Singh Bhalla (holding DIN: 07504884) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 149, 150, 152 read with schedule IV and all other

applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16, 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kuldeep Singh Bhalla (DIN: 07504884), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (five) consecutive years for a term up to March 31, 2021.”

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors has appointed Mr. Kuldeep Singh Bhalla as an Additional Independent Director w.e.f. 29th April, 2016 pursuant to the provisions of section 161(1) of the Companies Act, 2013.

In terms of section 161(1) of the Act, Mr. Kuldeep Singh Bhalla would hold the office up to the date of ensuing Annual General Meeting.

The Company has received a notice from member under section 160 of the Act proposing the candidature of Mr. Kuldeep Singh Bhalla for the office of Director of the Company.

Mr. Bhalla is not disqualified from being appointed as an Independent Director in terms of section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence to appoint an independent director on its Board. As per said section 149, an independent director can hold office for a term of 5 (five) consecutive years on the Board of a company and shall not be included in the total number of directors for retirement by rotation.

The company has received a declaration from Mr. Kuldeep Singh Bhalla that he meets the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 and under Regulation 16 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Bhalla

possesses appropriate skills, experience and knowledge in the field of law.

In the opinion of the Board, Mr. Kuldeep Singh Bhalla fulfills the conditions of appointment as an Independent Director as specified in the Act and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Bhalla holds the degree of Bachelor in Legislative Laws. He has a good knowledge of corporate and statutory laws.

He does not hold Directorship of any other company. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Kuldeep Singh Bhalla is appointed as an independent director.

Copy of the draft letter for appointment as an independent director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Save and except above, being an appointee, none of the directors and Key Managerial Personnel and their relatives is concerned or interested, financial or otherwise, in the resolution as set out in Item No. 6.

The Board commends the Ordinary Resolution set out in Item No. 6 of the Notice for approval by the shareholders.

By order of the Board
For **Talbro's Engineering Limited**

Sd/-
(Sanjay Sharma)
Executive Director
DIN: 06394774

Place : Faridabad

Date : 05 August, 2016

NOTES:

1. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out the material facts concerning the business under item no. 4 of the Notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the person seeking re-appointment as Director under Item No. 2 of the Notice is also annexed.
2. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.**

The instrument appointing the proxy should, however, be deposited at the registered office, duly completed and signed, not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more

than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Corporate Members are requested to send the certified copy of Board Resolution in favour of the authorized representative attending the meeting.
4. Members are requested to bring their attendance slip along with copy of Annual Report to the Meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying notice and the statement is open for inspection by the members at the Registered Office of the company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 24th September, 2016 to Friday, 30th September, 2016 (both days inclusive) for annual closing.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Registrar.
9. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact to the Company / Registrar for assistance in this regard.
10. Pursuant to the provisions of section 124 of the Companies Act, 2013, any amount remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor and Protection Fund (IEPF), constituted by Central Government. No such amount is pending for transfer to IEPF by the company.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.

12. Non-Resident Members are requested to inform the company/ Registrar immediately the particulars of their bank account maintained with complete name, branch, account type, account number and address of the bank with pin code.
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
14. Electronic copy of the Annual report for financial year 2015-2016 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016 is being sent in the permitted mode.
15. The route map showing direction to the venue of 30th Annual General Meeting is annexed.
16. Electronic copy of the Notice of the 30th Annual General Meeting of the company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of 30th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form is being sent in the permitted mode.
17. Members may also note that the Notice of 30th Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website www.talbro'saxles.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered office in Faridabad for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request of the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: cs@bnt-talbro's.com.
18. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
19. Annual Report for 2016 is being sent separately in permitted mode.
20. **Voting through electronic means**
 - a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business as may be transacted through e-voting services provided by **Central Depository Services (India) Limited (CDSL)**.

Procedures and Instructions for E-Voting are as follows:

 - (i) The voting period begins on Tuesday, 27th September, 2016 from 09:00 a.m. onwards and ends on Thursday, 29th September, 2016 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Birth Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Bank (in dd/mm/ yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the "TALBROS ENGINEERING LIMITED" on which you choose to vote.

- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have

- issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
21. The Board of Directors has appointed Ms. Sonal Agarwal, proprietor of M/s Sonal Agarwal & Associates, Practicing Company Secretary as Scrutinizer to scrutinize the voting process in a fair and transparent manner.
22. The scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the General Meeting and unblock the votes in the presence of atleast two (2) witnesses not in the employment of the company and make a Scrutinizers Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
23. The results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.talbrosexles.com within three (3) days of passing of the resolutions at the AGM of the company and communicated to the Stock Exchange.
24. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, upon poll being demanded, in the larger interest of the Members, the Chairman of the Company may order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all businesses specified in the accompanying Notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not be entitled to vote by way of poll at the Meeting. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.
25. Members are further informed that as a part of Green initiative taken by Ministry of Corporate Affairs, the Company is sending this Annual Report and would send all the future Notices and Communications to the e-mail addresses of the shareholders, whose e-mail are registered with the company or either with the Depository. However, the shareholders of whose e-mail ids are not registered with the company or either with the depository would continue to receive the same in physical form. Any shareholder desirous of receiving physical copy of any document can apply for the same to the company. The shareholders whose e-mail id's are not registered with the company, are requested to register the same so that they would be able to receive the information in quick time and also it would be useful to the environment.
26. Members holding shares in physical form may avail nomination facility by giving the particulars of their nomination in the prescribed form to the Registrar and Share Transfer Agent.
27. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Beetal (Registrar), for consolidation into single folio.
28. Members who have not yet encashed their dividend warrants for the year 2009-10 onwards are advised to forward such warrants to Beetal Financial and Computer Services Pvt. Ltd. (RTA) of the company for revalidation.
29. Members seeking any information on the accounts are requested to write to the Company at least ten days in advance so as to enable the Management to keep the information ready, in reply to the same at the Annual General Meeting.
30. Members are requested to:
- Bring their copy of Annual Report and attendance slip at the venue of the meeting.
 - Quote their Folio/DP & client ID NO. in all correspondences with the Company/R & T Agent.
 - Note that shareholders present in person or through registered proxy shall only be entertained.
 - The attendance slips/proxy form should be signed as per the specimens signatures registered with the R & T Agent/Depository Participant (DP). Please carry photo ID card for identification/verification purposes.
31. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and the draft circular issued by MCA, no gifts/coupons shall be distributed at the Meeting.

By order of the Board
For **Talbro's Engineering Limited**

Sd/-
(Sanjay Sharma)
Executive Director
DIN: 06394774

Place : Faridabad
Date : 05 August, 2016

ANNEXURE TO ITEM NO. 2 OF THE NOTICE

Details of Director seeking re-appointment at the 30th Annual General Meeting

Name of the Director	Mr. Sanjay Sharma
Director Identification Number (DIN)	06394774
Date of Birth	04 th January, 1968
Qualification	Post Graduate Diploma in Mechanical Engineering
Expertise in specific areas	Wide Experience in Operations of the Company
Date of Appointment at present designation	01 st September, 2015
Shareholding in the Company	Nil
List of Directorships held in other companies	Nil
Memberships/Chairmanships of the Committees of the Company	Refer to Corporate Governance Report

TALBROS ENGINEERING LIMITED

CIN: L74210HR1986PLC033018

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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

30th Annual General Meeting – September 30, 2016			
Name of the member(s)			
Registered Address			
E-mail Id			
Folio No./Client ID		DP ID	

I/We, being the member(s) of.....shares of the above named company, hereby appoint

1. Name :Email :
Address :
Signature :or failing him/her
2. Name :Email :
Address :
Signature :or failing him/her
3. Name :Email :
Address :
Signature :

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf, at the 30th ANNUAL GENERAL MEETING of the Company to be held on Friday, the 30th September, 2016 at Moti Mahal, SCO 16P, Huda Market, Sector 16, Faridabad, Haryana - 121002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
1	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial year ended on March 31, 2016		
2	Appoint a director in place of Mr. Sanjay Sharma, who retires by rotation and being eligible offers himself for re-appointment		
3	Ratification of Statutory Auditors and fixation of their remuneration		
Special Business			
4	Appointment of Mr. Kuldeep Singh Bhalla as Independent Director of the Company		

Signed thisday of.....2016.

Signed of the member :

Signature of the Proxy Holder(s) :

Affix a
Revenue
Stamp

NOTE:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 30th Annual General Meeting.
3. * It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
4. Please complete all details including detail of member(s) in above box before submission.

ROUTE MAP TO THE AGM VENUE

Venue: Moti Mahal, SCO 16P, Huda Market, Sector 16, Faridabad, Haryana - 121 001



Distance from Old Faridabad: 1.3 Kms.

Distance from Faridabad Railway Station: 5.4 Kms. (Including distance of U turn from Neelam Flyover)

Distance from Neelam Chowk Metro Station: 2.4 Kms