



TALBROS ENGINEERING LIMITED



Date: 13th August, 2015

To,

The Manager Listing
Bombay Stock Exchange Limited
P.J. Towers, Dalal Street, Kala Ghoda,
Mumbai – 400 001
Scrip Code: 538987

The Manager Listing
Delhi Stock Exchange Limited
3/1, DSE House, Asaf Ali Road,
New Delhi – 110 002
Scrip Code: 110135

Sub: Outcome of 29th Annual General Meeting

Dear Sir/Madam,

We wish to inform you that the 29th Annual General Meeting (AGM) of the Company was held on today i.e. Wednesday, 12th August, 2015 at 11:00 A.M at Hotel Millennium, 67, Neelam Bata Road, N.I.T., Faridabad, Haryana – 121 001.

Pursuant to section 108 of the Companies Act, 2013 read with Rules made thereunder, as amended and clause 35B of the Listing Agreement, the Company has provided facility for remote e-voting to the shareholders as on 05th August, 2015 (being the cut-off date for the purpose of e-voting), along with physical ballot form (assent/Dissent Form) on AGM venue to cast their votes on the items of business stated in the AGM Notice. The remote e-voting was open from Sunday, 09th August, 2015 (11:00 a.m.) to Tuesday, 11th August, 2015 (05:00 p.m.)

For the members who attended the Annual General Meeting and who had not casted their votes through e-voting, the Company provided the facility of voting through physical ballot paper.

The Company has now received the consolidated report of the Scrutinizer, confirming details of voting through remote e-voting and physical ballot paper. Accordingly, as per the said rules, on account of passing of resolutions with requisite majority, the resolutions are deemed to be passed on the date of the AGM, i.e. on 12th August, 2015.

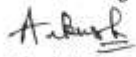
A disclosure of voting results of the meeting in terms of clause 35A of the Listing Agreement and the businesses considered and approved by the shareholders with requisite majority is enclosed, together with the Scrutinizer's consolidated report on e-voting and physical ballot paper.

Kindly acknowledge and take the same on your records.

Thanking You,

Yours faithfully,

For Talbro's Engineering Limited


Ankush Jindal
Company Secretary





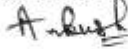
TALBROS ENGINEERING LIMITED



Details regarding the voting results as per clause 35A of the Listing Agreement

S. No.	Description	Particulars				
A	Date of AGM	12 th August, 2015				
B	Book closure	05 th August, 2015 to 12 th August, 2015 (Both days inclusive)				
C	Total No. of shareholders on cut-off date	5,883				
D	No. of shareholders present in the meeting either in person or through proxy	58				
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	Promoter and Promoter Group	5	3	8	1835936	72.33
	Public	48	2	50	3165	0.12
	Total	53	5	58	1839101	72.45
E	No. of shareholders attended the meeting through Video Conferencing – No video conferencing facility was made available					

For Talbro's Engineering Limited


Ankush Jindal
Company Secretary





TALBROS ENGINEERING LIMITED



AGENDA WISE DETAILS

The mode of e-voting for all resolutions was remote e-voting and physical ballot papers distributed at the time of AGM.

Resolution No. 1 – To receive, consider and adopt the financial statements of the company for the year ended 31st March, 2015, Board's Report and Auditor's Report thereon. (Ordinary Resolution)

Promoter / Public	No. of shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. Of votes - against (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	18,35,936	18,35,936	100.00	18,35,936	NIL	100.00	NIL
Public - Institutional holders	45,715	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others*	6,56,601	2,40,175	36.58	2,40,175	NIL	100.00	NIL
Total	25,38,252	20,76,111		20,76,111	NIL		NIL

*85 Nos. of votes casted by members have been treated as invalid and are not considered in the above calculation.

Resolution No. 2 – To declare dividend on Equity Shares. (Ordinary Resolution)

Promoter / Public	No. of shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. Of votes - against (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	18,35,936	18,35,936	100.00	18,35,936	NIL	100.00	NIL
Public - Institutional holders	45,715	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others*	6,56,601	2,40,175	36.58	2,40,175	NIL	100.00	NIL
Total	25,38,252	20,76,111		20,76,111	NIL		NIL

*85 Nos. of votes casted by members have been treated as invalid and are not considered in the above calculation.



Resolution No. 3 – Appointment of Director in place of Mr. Kartik Talwar, who retires by rotation at this AGM, and being eligible, seeks re-appointment. (Ordinary Resolution)

Promoter / Public	No. of shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. Of votes - against (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	18,35,936	18,35,936	100.00	18,35,936	NIL	100.00	NIL
Public – Institutional holders	45,715	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others*	6,56,601	2,40,175	36.58	2,40,175	NIL	100.00	NIL
Total	25,38,252	20,76,111		20,76,111	NIL		NIL

*85 Nos. of votes casted by members have been treated as invalid and are not considered in the above calculation.

Resolution No. 4 – Re-appointment of Statutory Auditors and fixing their remuneration. (Ordinary Resolution)

Promoter / Public	No. of shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. Of votes - against (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	18,35,936	18,35,936	100.00	18,35,936	NIL	100.00	NIL
Public – Institutional holders	45,715	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others*	6,56,601	2,40,175	36.58	2,40,175	NIL	100.00	NIL
Total	25,38,252	20,76,111		20,76,111	NIL		NIL

*85 Nos. of votes casted by members have been treated as invalid and are not considered in the above calculation.



**Resolution No. 5 - Re-appointment of Mr. Tarun Talwar, Managing Director of the Company.
(Special Resolution)**

Promoter / Public	No. of shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. Of votes - against (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*
Promoter and Promoter Group	18,35,936	18,35,936	100.00	18,35,936	NIL	100.00	NIL
Public - Institutional holders	45,715	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others*	6,56,601	2,40,175	36.58	2,40,175	NIL	100.00	NIL
Total	25,38,252	20,76,111		20,76,111	NIL		NIL

*85 Nos. of votes casted by members have been treated as invalid and are not considered in the above calculation.

**Resolution No. 6 – Re-appointment of Mr. Sanjay Sharma as Executive Director of the Company.
(Special Resolution)**

Promoter / Public	No. of shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. Of votes - against (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*
Promoter and Promoter Group	18,35,936	18,35,936	100.00	18,35,936	NIL	100.00	NIL
Public - Institutional holders	45,715	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others*	6,56,601	2,40,175	36.58	2,40,175	NIL	100.00	NIL
Total	25,38,252	20,76,111		20,76,111	NIL		NIL

*85 Nos. of votes casted by members have been treated as invalid and are not considered in the above calculation.



Resolution No. 7 – Re-appointment of Mr. Vijay Kumar Sharma as Executive Director of the Company. (Special Resolution)

Promoter / Public	No. of shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. Of votes - against (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	18,35,936	18,35,936	100.00	18,35,936	NIL	100.00	NIL
Public – Institutional holders	45,715	NIL	NIL	NIL	NIL	NIL	NIL
Public- Others*	6,56,601	2,40,175	36.58	2,40,175	NIL	100.00	NIL
Total	25,38,252	20,76,111		20,76,111	NIL		NIL

*85 Nos. of votes casted by members have been treated as invalid and are not considered in the above calculation.

For Talbros Engineering Limited

Ankush

**Ankush Jindal
Company Secretary**



SONAL AGARWAL & ASSOCIATES
Company Secretaries

FORM NO. MGT-13

CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND VOTING BY PHYSICAL BALLOT

*[Pursuant to section 108 of the Companies Act, 2013 read with rule 20 of the Companies
(Management and Administration) Rules, 2014]*

To
The Chairman
Talbro Engineering Limited
(CIN: L74210HR1986PLC033018)
Regd. Office: - Plot No. 74-75, Sector 6,
Faridabad, Haryana – 121 006

29th Annual General Meeting (AGM) of the Equity Shareholders of Talbro Engineering Limited held on Wednesday, 12th August, 2015 at 11:00 a.m. at Hotel Millennium, 67, Neelam Bata Road, Faridabad, Haryana – 121 001

Dear Sir

I Sonal Agarwal, a Company Secretary in Practice, has been appointed by the Board of Directors of Talbro Engineering Limited ("the Company") for the purpose of scrutinizing the e-voting process along and to scrutinize the physical Ballot forms received from the shareholders in a fair and transparent manner and ascertaining the requisite majority of voting carried out, as per the provisions of section 108 of the Companies Act, 2013 and rule 20 of Companies (Management and Administration) Rules, 2014.

The notice dated 27th June, 2015 of the 29th Annual General Meeting along with the statement setting out material facts under section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions to be passed at the Annual General Meeting held on 12th August, 2015 at 11:00 am. at Hotel Millennium, 67, Neelam Bata Road, Faridabad, Haryana – 121001.

1. The company has engaged the service of Central Depository Services (India) Limited (CDSL) as the Authorized Agency to provide secured system of e-voting process.
2. The e-voting period remained open from 11:00 a.m. (IST) on Sunday, 09th August, 2015 up to 05:00 p.m. (IST) on Wednesday, 11th August, 2015.
3. The cut-off date (i.e. the record date) for the purpose of determining the entitlement for e-vote on the proposed resolutions was 05th August, 2015.
4. On August 12th, 2015, after counting of the votes conducted at the venue of the AGM, through ballot paper, the votes cast through remote e-voting facility was duly unblocked by me as a scrutinizer in the presence of Mr. Suresh Jindal R/o House No. 37, Sector 55, Faridabad, Haryana – 121 004 and Mr. Rajesh Agarwal, R/o D3-502, Puri Pranayam, Sector

Office: B-227-228, IInd Floor, Nehru Ground, Faridabad, Haryana – 121 001,
Phone: 0129-2440268, E-mail: aggarwal.sonal10@gmail.com



82-85, Faridabad, Haryana – 121 004 who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the Rule 20 of Companies (Management and Administration) Rules, 2014.

5. After the voting at the AGM was concluded, One (1) ballot box kept for the purpose of casting of votes was locked in my presence. The locked ballot box was subsequently opened in my presence and in presence of two witnesses, as mentioned above, and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company. The ballot papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.
6. Thereafter, I as a Scrutinizer duly compiled the details of the Remote E-voting carried out by the members together with the physical voting done at the venue of the AGM by way of ballot paper, the details of which are as follows:

Details	Remote E-voting	Voting by ballot at the AGM	Total Voting
Number of members who cast their votes	11	36	47
Total Number of shares held by them	2072946	3165	2076111

The votes casted in favour and against of the resolution and invalid votes are casted are mentioned under each of the Resolution.

The resolution wise results of the Remote E-voting together with that of the voting conducted at the venue of the AGM by way of Ballot Papers are as under:

ORDINARY BUSINESS

- I. Resolution No. 1 – Consideration and Adoption of Audited Financial Statements for the year ended on 31st March, 2015 and the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

(i) Voted in favour of the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-voting	11	2072946	100.00
Voting by ballot at the venue	36	3165	97.38
Total	47	2076111	



(ii) Voted against the resolution			
Manner of Voting	Number of members voted	Number of votes cast in ' Against ' of resolution	% of total number of valid votes cast
Remote E-voting	NIL	NIL	NIL
Voting by ballot at the venue	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes		
Manner of Voting	Number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-voting	NIL	NIL
Voting by ballot at the venue	2	85
Total	2	85

II. Resolution No. 2 – Declaration of dividend on Equity Shares. (Ordinary Resolution)

(i) Voted in favour of the resolution			
Manner of Voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-voting	11	2072946	100.00
Voting by ballot at the venue	36	3165	97.38
Total	47	2076111	

(ii) Voted against the resolution			
Manner of Voting	Number of members voted	Number of votes cast in ' Against ' of resolution	% of total number of valid votes cast
Remote E-voting	NIL	NIL	NIL
Voting by ballot at the venue	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes		
Manner of Voting	Number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-voting	NIL	NIL
Voting by ballot at the venue	2	85
Total	2	85



III. Resolution No. 3 – Appointment of Mr. Kartik Talwar, who retires by rotation and being eligible offers himself for re-appointment as a Director of the Company. (Ordinary Resolution)

(i) Voted in favour of the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-voting	11	2072946	100.00
Voting by ballot at the venue	36	3165	97.38
Total	47	2076111	

(ii) Voted against the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote E-voting	NIL	NIL	NIL
Voting by ballot at the venue	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes		
Manner of Voting	Number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-voting	NIL	NIL
Voting by ballot at the venue	2	85
Total	2	85

IV. Resolution No. 4 – Re-appointment of Statutory Auditors and to fix their remuneration. (Ordinary Resolution)

(i) Voted in favour of the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-voting	11	2072946	100.00
Voting by ballot at the venue	36	3165	97.38
Total	47	2076111	

(ii) Voted against the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote E-voting	NIL	NIL	NIL
Voting by ballot at the venue	NIL	NIL	NIL
Total	NIL	NIL	NIL



(iii) Invalid Votes		
Manner of Voting	Number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-voting	NIL	NIL
Voting by ballot at the venue	2	85
Total	2	85

V. Resolution No. 5 – Re-appointment of Mr. Tarun Talwar as Managing Director of the Company. (Special Resolution)

(i) Voted in favour of the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-voting	11	2072946	100.00
Voting by ballot at the venue	36	3165	97.38
Total	47	2076111	

(ii) Voted against the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote E-voting	NIL	NIL	NIL
Voting by ballot at the venue	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes		
Manner of Voting	Number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-voting	NIL	NIL
Voting by ballot at the venue	2	85
Total	2	85

VI. Resolution No. 6 – Re-appointment of Mr. Sanjay Sharma as Executive Director of the Company. (Special Resolution)

(i) Voted in favour of the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-voting	11	2072946	100.00
Voting by ballot at the venue	36	3165	97.38
Total	47	2076111	



(ii) Voted against the resolution			
Manner of Voting	Number of members voted	Number of votes cast in ' Against ' of resolution	% of total number of valid votes cast
Remote E-voting	NIL	NIL	NIL
Voting by ballot at the venue	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes		
Manner of Voting	Number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-voting	NIL	NIL
Voting by ballot at the venue	2	85
Total	2	85

VII. Resolution No. 7 – Re-appointment of Mr. Vijay Kumar Sharma as Executive Director of the Company. (Special Resolution)

(i) Voted in favour of the resolution			
Manner of Voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-voting	11	2072946	100.00
Voting by ballot at the venue	36	3165	97.38
Total	47	2076111	

(ii) Voted against the resolution			
Manner of Voting	Number of members voted	Number of votes cast in ' Against ' of resolution	% of total number of valid votes cast
Remote E-voting	NIL	NIL	NIL
Voting by ballot at the venue	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes		
Manner of Voting	Number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-voting	NIL	NIL
Voting by ballot at the venue	2	85
Total	2	85



All the resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of Ballot Papers with the requisite majority and deemed to be passed as on the date of the AGM

The register, all other papers and relevant records relating to voting shall remain in safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

**For Sonal Agarwal & Associates
Company Secretaries**




Sonal Agarwal
Proprietor
M. No.: A33123
COP No. 12199



Place: Faridabad
Date: 12.08.2015

Witnesses:



Suresh Jindal
House No. 37, Sector 55,
Faridabad, Haryana - 121 004



Rajesh Agarwal
D3-502, Puri Pranayam, Sector
82-85, Faridabad, Haryana -
121 004