



## 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 Twenty Ninth Annual General Meeting of the members of Talbro's Engineering Limited will be held as under to transact the following businesses:

Day, Date : Wednesday, 12th August, 2015  
Time : 11:00 a.m.  
Venue : Hotel Millennium Plus, 67, Neelam Bata Road, Faridabad, Haryana – 121 005

#### ORDINARY BUSINESS

- To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015, the statement of audited Profit & Loss for the year ended 31st March, 2015, Board's Report, and Auditors' Report thereon.
- To declare dividend on Equity Share Capital for the financial year ended on 31st March, 2015.
- To appoint a Director in place of Mr. Kartik Talwar (holding DIN: 03266391), who retires by rotation, and being eligible, offers himself for re-appointment.
- To re-appoint 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 M/s Rakesh Raj & Associates, Chartered Accountants (Firm Registration No.: 005145N), be and are hereby re-appointed as Statutory Auditors of the Company to hold the office for two (2) financial years 2015-16 and 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

- To re-appoint Mr. Tarun Talwar (holding DIN: 02276634), Managing Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:  
"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V

to the Companies Act, 2013 and Articles of Association of the Company, subject to such sanctions as may be necessary, the approval and consent of the members be and is hereby accorded to re-appoint Mr. Tarun Talwar (DIN: 02276634) as Managing Director of the Company for a period of 5 years with effect from 01st October, 2015, whose period of office is liable to retire by rotation. The aggregate remuneration to be paid to Mr. Tarun Talwar is set out herein below:

#### (1) Salary:

Basic Salary : Rs. 2,59,800/- p.m.  
House Rent Allowance : Rs. 1,29,900/- p.m.  
Conveyance Allowance : Rs. 25,980/- p.m.  
Other Allowances : Rs. 17,320/- p.m.

#### (2) Perquisites:

Mr. Tarun Talwar is eligible for perquisites upto Rs. 5,000/- p.m.

- Besides above remuneration, children education allowance, contribution towards provident fund & superannuation fund & annuity fund, bonus, encashment of leave, gratuity, medical reimbursement and LTA will be paid as per rules of the Company and will not be considered as a part of remuneration.
- The expenses incurred for travelling, boarding and lodging including for Mr. Tarun Talwar's spouse and dependents during business trips, any medical assistance provided for his family members and provision of car(s) for use on company's business and telephone expenses at residence shall be reimbursed at actual and not considered as perquisites.

**RESOLVED FURTHER THAT** the increased remuneration shall be payable to Mr. Tarun Talwar w.e.f. 01st April, 2015 on a scale approved by the Board of Directors from time to time within the approved permissible limits for the tenure of 5 (Five) years.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any Financial Year during the tenure of the Managing Director the remuneration shall be governed as provided under section II of Part II of Schedule V to the Companies Act, 2013 and any excess payment in this regard will be recovered by the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise

in relation thereto in order to give effect to the foregoing resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby also authorised to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Tarun Talwar (DIN: 02276634), Managing Director, including the components of the above mentioned remuneration payable to him.”

6. To re-appoint Mr. Sanjay Sharma (DIN: 06394774), Whole time Director in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, subject to such sanctions as may be necessary, the approval and consent of the members be and is hereby accorded to re-appoint Mr. Sanjay Sharma (DIN: 06394774) as Whole time Director, designated as Executive Director of the Company for a period of 5 years with effect from 01st October, 2015, whose period of office shall be liable to retirement by rotation. The aggregate remuneration (with an annual increment upto 20%) to be paid to Mr. Sanjay Sharma is set out herein below:

Basic Salary	: Rs. 24,221/- p.m.
House Rent Allowance	: Rs. 19,511/- p.m.
Conveyance Allowance	: Rs. 17,136/- p.m.
Other Allowances	: Rs. 15,528/- p.m.

- Besides above remuneration, children education allowance, contribution towards provident fund & superannuation fund & annuity fund, bonus, encashment of leave, gratuity, medical reimbursement and LTA will be paid as per rules of the Company and will not be considered as a part of remuneration.
- Reimbursement of Expenses: Expenses incurred for travelling, boarding and lodging for company's business shall be reimbursed and not considered as perquisites.

**RESOLVED FURTHER THAT** in the absence of profit or inadequacy of profit in any financial year during his tenure, the remuneration as set out above be paid to Mr. Sanjay Sharma (DIN: 06394774) as minimum remuneration, subject to necessary approval(s), as may be required.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or

desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby also authorised to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Sanjay Sharma (DIN: 06394774), Whole time Director, including the components of the remuneration payable to him subject to overall limits approved by the members.”

7. To re-appoint Mr. Vijay Kumar Sharma (DIN: 06394784), Whole time Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, subject to such sanctions as may be necessary, the approval and consent of the members be and is hereby accorded to re-appoint Mr. Vijay Kumar Sharma (DIN: 06394784) as Whole time Director, designated as Executive Director of the Company for a period of 5 years with effect from 01st October, 2015, whose period of office shall be liable to retire by rotation. The aggregate remuneration (with an annual increment upto 20%) to be paid to Mr. Sanjay Sharma is set out herein below:

Basic Salary	: Rs. 24,011/- p.m.
House Rent Allowance	: Rs. 19,184/- p.m.
Conveyance Allowance	: Rs. 17,039/- p.m.
Other Allowances	: Rs. 15,528/- p.m.

- Besides above remuneration, children education allowance, contribution towards provident fund & superannuation fund & annuity fund, bonus, encashment of leave, gratuity, medical reimbursement and LTA will be paid as per rules of the Company and will not be considered as a part of remuneration.
- Reimbursement of Expenses: Expenses incurred for travelling, boarding and lodging for company's business shall be reimbursed and not considered as perquisites.

**RESOLVED FURTHER THAT** in the absence of profit or inadequacy of profit in any financial year during his tenure, the remuneration as set out above be paid to Mr. Vijay Kumar Sharma (DIN: 06394784) as minimum remuneration, subject to necessary approval(s), as may be required.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its

absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval / consent from the government departments, as may be required in this regard.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby also authorised to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Vijay Kumar Sharma (DIN: 06394784), Whole time Director, including the components of the remuneration payable to him subject to overall limit as approved by the members.

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

### **Item No. 5**

Mr. Tarun Talwar, aged 34 years, is a promoter director and Managing Director of the Company. Mr. Talwar is holding an enriched experience of approx. 5 years in automobile industry. He holds a degree of Master of Science in the faculty of accountancy from University of Notre Dam, USA. Due to his continuous efforts, the company has achieved overwhelming success expanded its business activities tremendously.

His current term of appointment as Managing Director of the Company will expire on 30th September, 2015. Considering his knowledge towards the affairs of the Company and vast business experience, the Board of Directors is of the opinion that the services of Mr. Tarun Talwar should be available to the Company for a further period of five years with effect from 01st October, 2015 for smooth and efficient running of the business.

It is proposed to seek the shareholders approval for re-appointment and remuneration payable to Mr. Talwar as Managing Director of the Company for a further period of 5 years, in terms of applicable provisions of the Act as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

The above mentioned salary is to made effective from 01st April, 2015 and be paid accordingly after approval from the Board of Directors of the Company from time to time during the tenure of appointment.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 and any rules made thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

Mr. Tarun Talwar satisfies all the conditions as set out in Part I of Schedule V and conditions as set out in sub section (3) of Section 196 of the Act, being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Talwar under section 190 of the Act.

None of the Directors/ Key Managerial Personnel of the Company except Mr. Tarun Talwar & Mr. Rajesh Talwar is concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the special resolution set out in Item No. 5 of the Notice for approval by the members.

### **Item No. 6**

Mr. Sanjay Sharma, aged 47 years has been appointed as an Executive Director of the Company w.e.f. 01st October, 2012 for a tenure of 3 (three) years. Mr. Sharma is a Post Graduate Diploma Holder in Mechanical Engineering and holds a rich and vast experience of approx. 20 years in the field of production and general administration. Prior to the appointment as an Executive Director, he was working as a senior manager production with our company.

The tenure of appointment of Mr. Sanjay Sharma will expire on 30th September, 2015 and keeping in view his knowledge of various aspects relating to the company's affairs and vast experience, the Board of Directors considered that for the smooth and efficient running of the business, the services of Mr. Sanjay Sharma should be available to the Company for a further period of five years w.e.f. 01st October, 2015.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Sanjay Sharma as Whole time Director designated as Executive Director of the Company, in terms of the applicable provisions of the Act as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

The Whole time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and direction given by the Board from time to time in all respects and confirm to and comply with all such directions and regulations as may from time to time be given and made by the Board and functions of the Whole time Director will be under the overall authority of Managing Director. The Whole time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions as contained in section 166 of the Companies Act, 2013 with regard to the duties of Directors.

Mr. Sanjay Sharma satisfies all the conditions as set out in Part I of Schedule V and conditions as set out in sub section (3) of Section 196 of the Act, being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Sharma under section 190 of the Act.

None of the Directors/ Key Managerial Personnel of the

Company except Mr. Sanjay Sharma is concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the special resolution set out in Item No. 6 of the Notice for approval by the members.

## Item No. 7

Mr. Vijay Kumar Sharma, aged 52 years has been appointed as an Executive Director of the Company w.e.f. 01st October, 2012 for a tenure of 3 (three) years. Mr. Vijay is a Diploma Holder in Mechanical Engineering and holds a rich and vast experience of approx. 24 years in the field of production and general administration. Prior to the appointment as an Executive Director, he was working as a senior manager production with our company.

The tenure of appointment of Mr. Vijay will expire on 30th September, 2015 and keeping in view his knowledge of various aspects relating to the company's affairs and vast experience, the Board of Directors considered that for the smooth and efficient running of the business, the services of Mr. Vijay should be available to the Company for a further period of five years w.e.f. 01st October, 2015.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Vijay as Whole time Director designated as Executive Director of the Company, in terms of the applicable provisions of the Act as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

The Whole time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and direction given by the Board from time to time in all respects and confirm to and comply with all such directions and regulations as may from time to time be given and made by the Board and functions of the Whole time Director will be under the overall authority of Managing Director. The Whole time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions as contained in section 166 of the Companies Act, 2013 with regard to the duties of Directors.

Mr. Vijay Kumar Sharma satisfies all the conditions as set out in Part I of Schedule V and conditions as set out in sub section (3) of Section 196 of the Act, being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Vijay under section 190 of the Act.

None of the Directors/ Key Managerial Personnel of the Company except Mr. Vijay Kumar Sharma is concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the special resolution set out in Item No. 6 of the Notice for approval by the members.

## NOTES:

1. 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 of the Company 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.
2. Corporate Members are requested to send the certified copy of Board Resolution in favour of the authorized representative attending the meeting.
3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is given above.
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 Wednesday, 05th August, 2015 to Wednesday, 12th August, 2015 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend for 2015.
8. Final dividend of Rs. 6.00 per share has been recommended by the Board of Directors for the year ended 31st March, 2015 and subject to the approval of shareholders at the ensuing Annual General Meeting, is proposed to be paid on and from 12th August, 2015.
9. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The company or its Registrar cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
10. 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.

11. 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.
12. 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.
13. 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.
14. 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.
15. Electronic copy of the Annual report for 2015 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 2015 is being sent in the permitted mode.
16. Electronic copy of the Notice of the 29th 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 29th 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 29th Annual General Meeting and the Annual Report for 2015 will

also be available on the Company's website [www.talbrosexles.com](http://www.talbrosexles.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-talbrosexles.com](mailto:cs@bnt-talbrosexles.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 2015 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 Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 29th 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 Sunday, 09th August, 2015 from 11:00 a.m. onwards and ends on Tuesday, 11th August, 2015 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 Tuesday, 05th August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.

- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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.</li> <li>• 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.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	<ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If 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).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the "TALBROS ENGINEERING LIMITED" on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (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](http://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](mailto: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](mailto: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) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 05th August, 2015 may follow the same instructions as mentioned above for e-Voting.
- (xxi) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 e-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 e-voting period 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](http://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. Pursuant to the provisions of Section 205C for the Companies Act, 1956 dividend which remains unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund to the Central Government.
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 phoyo 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/-  
**(Tarun Talwar)**  
Managing Director  
DIN: 02276634

Place : Faridabad  
Date : 27-06-2015

R/o W-80, Greater Kailash – II,  
New Delhi - 110048

**ANNEXURE TO ITEM NO. 3 OF THE NOTICE**

Details of Director seeking re-appointment at the 29th Annual General Meeting in pursuance of clause 49 of the Listing Agreement.

<b>Name of the Director</b>	<b>Mr. Kartik Talwar</b>
Director Identification Number (DIN)	03266391
Date of Birth	03rd February, 1982
Qualification	Management Graduate
Expertise in specific areas	Management and Administration
Date of Appointment	27th September, 2011
Shareholding in the Company	20,487 Shares
List of Directorships held in other companies	Naintara Hospitality Private Limited
Memberships/Chairmanships of the Committees of the Company	Refer to Corporate Governance Report



# TALBROS ENGINEERING LIMITED

CIN: L74210HR1986PLC033018

Regd. Office: Plot No. 74-75, Sector 6, Faridabad, Haryana – 121006

Ph.: 0129-4284300, Fax: 0129-40161541

Email: cs@bnt-talbro.com, Website: www.talbroxles.com

## PROXY FORM

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

29th Annual General Meeting – August 12, 2015			
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 29th ANNUAL GENERAL MEETING of the Company to be held on Wednesday the 12th August, 2015 at Hotel Millennium Plus, 67, Neelam Bata Road, N.I.T., Faridabad, Haryana – 121001 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, 2014		
2	Appoint a director in place of Mr. Kartik Talwar, who retires by rotation and being eligible offers himself for re-appointment		
3	Declaration of dividend on Equity Share Capital for the financial year ended on 31st March, 2015		
4	Re-appointment of Auditors and fixation of their remuneration		
<b>Special Business</b>			
5	Re-appointment of Mr. Tarun Talwar as Managing Director of the Company for a period of 5 (Five) Years w.e.f. 01st October, 2015		
6	Re-appointment of Mr. Sanjay Sharma as Executive Director of the Company for a period of 5 (Five) Years w.e.f. 01st October, 2015		
7	Re-appointment of Mr. Vijay Kumar Sharma as Executive Director of the Company for a period of 5 (Five) Years w.e.f. 01st October, 2015		

Signed this .....day of.....2015.

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 28th 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.





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Email: cs@bnt-talbroS.com, Website: www.talbroSaxles.com

### ATTENDANCE SLIP

Regd. Folio No./DP Id No.*/Client Id No.*	
No. of Shares held	
Name and Address of the Shareholders (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the **29th ANNUAL GENERAL MEETING** of the Company at Hotel Millennium Plus, 67, Neelam Bata Road, Faridabad, Haryana – 121001 at 11:00 a.m. on Saturday the 13th September, 2014.

.....  
Name of the Member/Proxy  
(in BLOCK Letters)

.....  
Signature of the Member/Proxy

#### **Note:**

1. Please complete the Folio/DPID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall
2. Electronic copy of the Annual Report for the financial period ended on 31.03.2015 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Annual Report for the financial period ended on 31.03.2015 and Notice of Annual General Meeting alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

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### ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	User ID	Sequence Number

