



TALBROS ENGINEERING LIMITED



Date: 01st October, 2016

To,

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

Sub: Outcome of 30th Annual General Meeting

Dear Sir/Madam,

We wish to inform you that the 30th Annual General Meeting (AGM) of the Company was held on Friday, 30th September, 2016 at 10:30 A.M at Moti Mahal, SCO 16P, Huda Market, Sector 16, Faridabad, Haryana – 121 002.

Pursuant to section 108 of the Companies Act, 2013 read with Rules made thereunder, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility for remote e-voting to the shareholders as on 23rd September, 2016 (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 Tuesday, 27th September, 2016 (09:00 a.m.) to Thursday, 29th September, 2016 (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.

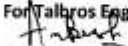
The Company has now received the consolidated report of the Scrutinizer, confirming details of voting through remote e-voting and physical ballot paper. Accordingly, as per the said rules, on account of passing of resolutions with requisite majority, the resolutions are deemed to be passed on the date of the AGM, i.e. on 30th September, 2016.

A disclosure of voting results of the meeting in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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



REGD. OFF. & FAC. : 74-75, SECTOR-6,
FARIDABAD-121 006 (HARYANA) INDIA

TEL. : +91-129-4284300 (40 LINES)
FAX : +91-129-4061541

Email : axleshfts@bnt-talbro's.com
Website : www.bnt-talbro's.com

Disclosure of voting results as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM	Friday, 30 th September, 2016
Total No. of shareholders on cut-off date	5876
No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public:	8 26
No. of shareholders attended the meeting through video conferencing: Promoter and Promoter Group: Public:	NIL NIL



Resolution required: Ordinary		Resolution No. 1: Approval and adoption of Standalone Financial Statements as at 31 st March, 2016, including the Audited Balance Sheet as at 31 st March, 2016 and the statement of Profit & Loss for the year ended on that date and reports of the Board of Directors and Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1842936	1842936	100	1842936	NIL	100	NIL
	Poll	1842936	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	1842936	1842936	100	1842936	NIL	100	NIL
Public - Institutions	E-Voting	43713	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	43713	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	43713	NIL	NIL	NIL	NIL	NIL	NIL
Public – Non Institutions	E-Voting	651603	230371	35.35	230371	NIL	100	NIL
	Poll	651603	3844	0.59	3844	NIL	100	NIL
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	651603	234215	35.94	234215	NIL	100	NIL
Total		2538252	2077151	81.83	2077151	NIL	100	NIL



Resolution required: Ordinary		Resolution No. 2: Re-appointment of Mr. Sanjay Sharma (DIN: 06394774), who retires by rotation, and being eligible, offers himself for re-appointment													
Whether promoter/ promoter group are interested in the agenda / resolution?		No													
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	1842936	1842936	100	1842936	NIL	100	NIL							
	Postal Ballot	1842936	NIL	NIL	NIL	NIL	NIL	NIL							
	Total	1842936	1842936	100	1842936	NIL	100	NIL							
Public - Institutions	E-Voting Poll	43713	NIL	NIL	NIL	NIL	NIL	NIL							
	Postal Ballot	43713	NA	NA	NA	NA	NA	NA							
	Total	43713	NIL	NIL	NIL	NIL	NIL	NIL							
Public - Non Institutions	E-Voting Poll	651603	230371	35.35	230371	NIL	100	NIL							
	Postal Ballot	651603	3844	0.59	3844	NIL	100	NIL							
	Total	651603	234215	35.94	234215	NIL	100	NIL							
Total		2538252	2077151	81.83	2077151	NIL	100	NIL							



Resolution required: Ordinary		Resolution No. 3: Ratification of re-appointment of M/s Rakesh Raj & Associates, Chartered Accountants (Firm Registration No. 005145N) as Statutory Auditors of the Company to hold the office from conclusion of this AGM until the conclusion of next AGM on the remuneration as may be decided by the Board										
Whether promoter/ promoter group are interested in the agenda / resolution?		No										
Category	Mode of Voting	No. of shares held	(1)	(2)	(3)=[(2)/(1)]*100	No. of votes - in favour	(4)	No. of votes - against	(5)	(6)=[(4)/(2)]*100	% of votes against on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting			1842936	100	1842936						
	Poll	1842936		NIL	NIL	NIL						
	Postal Ballot			NA	NA	NA						
	Total	1842936	1842936	100	1842936	100						
Public - Institutions	E-Voting			NIL	NIL	NIL						
	Poll	43713		NIL	NIL	NIL						
	Postal Ballot			NA	NA	NA						
	Total	43713		NA	NA	NA						
Public - Non Institutions	E-Voting			230371	35.35	230371						
	Poll	651603		3844	0.59	3844						
	Postal Ballot			NA	NA	NA						
	Total	651603	234215	35.94	234215	35.94	234215					
	Total	2538252	2077151	81.83	2077151	81.83	2077151					



Resolution required: Ordinary	Resolution No. 4: Confirmation of appointment of Mr. Kuldeep Singh Bhalla (DIN: 07504884) as Independent Director of the Company for a period of 5 years upto March 31, 2021.														
Whether promoter/ promoter group are interested in the agenda / resolution?	No														
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	1842936	1842936	100	1842936	NIL	100	NIL							
	Postal Ballot		NIL	NIL	NIL	NIL	NIL	NIL							
	Total	1842936	1842936	100	1842936	NIL	100	NIL							
Public - Institutions	E-Voting Poll	43713	NIL	NIL	NIL	NIL	NIL	NIL							
	Postal Ballot		NA	NA	NA	NA	NA	NA							
	Total	43713	NIL	NIL	NIL	NIL	NIL	NIL							
Public – Non Institutions	E-Voting Poll	651603	230371	35.35	230371	NIL	100	NIL							
	Postal Ballot		3844	0.59	3844	NIL	100	NIL							
	Total	651603	234215	35.94	234215	NIL	100	NIL							
Total		2538252	2077151	81.83	2077151	NIL	100	NIL							

For Talbros Engineering Limited

Ankush Jindal
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 Company Secretary
Talbro Engineering Limited
(CIN: L74210HR1986PLC033018)
Regd. Office: - Plot No. 74-75, Sector 6,
Faridabad, Haryana – 121 006

30th Annual General Meeting (AGM) of the Equity Shareholders of Talbro Engineering Limited held on Friday, 30th September, 2016 at 10:30 a.m. at Moti Mahal, SCO 16P, Huda Market, Sector 16, Faridabad, Haryana – 121 002

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 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 05th August, 2016 of the 30th 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 30th September, 2016 at 10:30 am. at Moti Mahal, SCO 16P, Huda Market, Sector 16, Faridabad, Haryana – 121 002.

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 09:00 a.m. (IST) on Tuesday, 27th September, 2016 up to 05:00 p.m. (IST) on Thursday, 29th September, 2016.
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 23rd September, 2016.
4. On September 30th, 2016, 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. Akshay Goel R/o H. No. 430, Sector 29, Faridabad, Haryana – 121 008 and Mr. Sahil Bhatia, R/o 1K/76, N.I.T., Faridabad, Haryana – 121 001

Office: B-590, IInd Floor, Nehru Ground, Faridabad, Haryana – 121 001,
Phone: 0129-2440268, E-mail: aggarwal.sonal10@gmail.com



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	13	13	26
Total Number of shares held by them	2073307	3844	2077151

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, 2016 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	13	2073307	100%
Voting by ballot at the venue	13	3844	100%
Total	26	2077151	

(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	NIL	NIL
Total	NIL	NIL

- II. **Resolution No. 2 – Appointment of Mr. Sanjay Sharma, 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	13	2073307	100%
Voting by ballot at the venue	13	3844	100%
Total	26	2077151	

(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	NIL	NIL
Total	NIL	NIL

- III. **Resolution No. 3 – Ratification of re-appointment of Statutory Auditor from the conclusion of this AGM until the conclusion of next AGM 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	13	2073307	100%
Voting by ballot at the venue	13	3844	100%
Total	26	2077151	



(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	NIL	NIL
Total	NIL	NIL

IV. Resolution No. 4 – Confirmation of appointment of Mr. Kuldeep Singh Bhalla as Independent 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	13	2073307	100%
Voting by ballot at the venue	13	3844	100%
Total	26	2077151	

(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	NIL	NIL
Total	NIL	NIL





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.

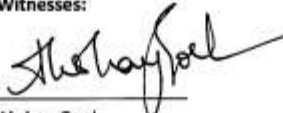
Thanking You,


For Sonal Agarwal & Associates
Company Secretaries



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

Place: Faridabad
Date: 01.10.2016

Witnesses:


Akshay Goel
R/o H. No. 430, Sector 29,
Faridabad, Haryana – 121 008


Sahil Bhatia
R/o 1K/76, N.I.T., Faridabad,
Haryana – 121 001