



Talbro's Automotive
Components Ltd.

www.talbro's.com

The Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal street, Fort, Mumbai- 400 001	The National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051
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Company Code: 505160 / TALBROAUTO

**Sub: Proceeding of the Annual General Meeting held on 25th September, 2015
pursuant to Clause 31(d) of the Listing Agreement.**

Dear Sir/Madam,

Attached please find herewith the Proceedings of the 58th Annual General Meeting of the Company held on 25th September, 2015 for your information and records.

Thanking you,

Yours Sincerely

For Talbro's Automotive Components Limited

**Seema Narang
Company Secretary**

Encl: As above



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PROCEEDING OF THE 58TH ANNUAL GENERAL MEETING OF THE
SHAREHOLDERS OF TALBROS AUTOMOTIVE COMPONENTS LTD. HELD ON
FRIDAY, 25TH SEPTEMBER, 2015 AT HOTEL ATRIUM, SHOOTING RANGE ROAD,
SURAJ KUND, FARIDABAD- 121001 COMMENCED AT 10:30 AM AND
CONCLUDED AT 11:30 AM.

Present on the Dais

Mr. Umesh Talwar	Vice Chairman & Managing Director
Mr. Varun Talwar	Joint Managing Director
Mr. Anuj Talwar	Executive Director
Mr. Navin Juneja	Director & Group CFO
Mr. V. Mohan	Director
Mr. Manvinder Singh Ajmani	CFO
Mrs. Seema Narang	Company Secretary
Mr. S.N. Khattar	Representative from M/s. S N Dhawan & Co., Statutory Auditors

Mrs. Kiran Sharma, Secretarial Auditor and Scrutinizer for Poll and E-voting was also present in the meeting.

The meeting was attended by:

279 Members present in person

3 Members present through proxy

Statutory registers viz: Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or arrangements in which directors and KMP are interested were made available at the meeting for inspection by members.

Mr. Umesh Talwar took the chair and after confirming the quorum being present, commenced the proceedings by extending a hearty welcome to all the members and proxy holders. He introduced directors present at the dais, the representative of Statutory Auditors. He also conveyed the best wishes of the Chairman to the members.

With the permission of the members the Notice of the meeting and the Directors' Report were taken as read.

Chairman requested statutory auditors, M/s. S N Dhawan & Co., to read their unqualified Auditors' Report, however members present proposed that the same be taken as read and then with the permission of the shareholder the same was taken as read.



The Chairman briefed about the resolutions proposed and authorized the Company secretary for further proceedings of AGM and to order Poll.

Thereafter the Company Secretary informed the shareholders that the notice of Annual General Meeting together with the annual report was mailed/dispatched to the shareholders which included 9 agenda items in compliance with Companies Act 2013 read with the relevant rules, the company had provided e-voting facility through Karvy Computershare Pvt. Ltd. which remained opened for 3 days commencing at 9:00 A.M. on 22nd September 2015 till 5:00 P.M. on 24th September 2015.

She then requested the shareholders, who had not opted for E-voting to cast their vote on each of the agenda items in the Polling papers handed over to them at the time of marking attendance. She stated that the result of the e-voting and Poll will be declared immediately upon the receipt of the consolidated Scrutinizer report (on or before the stipulated period) and will be available at the company's website www.talbro.com, and also at the website of Karvy Computershare Pvt. Ltd. and the Stock exchanges and ordered for Poll on all resolutions as set out in the items 1 to 9 of the Notice of the 58th Annual General Meeting.

Shareholders casted their votes through Poll in presence of Mrs. Kiran Sharma, Practicing Company Secretary, Scrutinizer for e-voting and Poll at the AGM.

Chairman thanked the shareholders present in the meeting for sparing their valuable time and keeping confidence in the management of the company.

There being no other business the meeting ended with a vote of thanks to the Chair.

Company received the consolidated Scrutinizer report on e-voting and Poll on 26th September 2015. The resolutions for the ordinary and special business as set out in Item No. 1 to 9 in the Notice of 58th Annual General Meeting, duly passed by the members with requisite majority are recorded hereunder as part of the proceedings of the Annual General Meeting of the Members held on Friday, 25th September 2015.

Ordinary Business

Item 1:

Ordinary Resolution: 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 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon:

RESOLVED THAT the audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon be and the same are received and adopted.



Item 2:

Ordinary Resolution: To declare Dividend on paid-up Equity Share Capital for the financial year ended 31st March, 2015:

RESOLVED THAT dividend @ Rs.1.50 per equity share on 1,23,45,630 Equity shares of the Company constituting the Equity share capital of Rs. 12,34,56,300/- (Rupees Twelve Crores Thirty Four Lakhs Fifty Six Thousand Three Hundred only) be and is hereby declared out of the profits of the company for the year ended March 31, 2015.

RESOLVED FURTHER THAT the dividend be paid to the shareholders whose names appear on the Register of Members as on September 18, 2015.

Item 3:

Ordinary Resolution: To appoint a Director in place of Mr. Navin Juneja (holding DIN 00094520) who, retires by rotation and being eligible, offers himself for re-appointment:

RESOLVED THAT Mr. Navin Juneja a Director retiring by rotation and being eligible, be and is hereby reappointed as a Director of the company liable to retire by rotation.

Item 4:

Ordinary Resolution: To appoint M/s. S. N. Dhawan & Co., New Delhi (Firm Registration No. 000050N) as Statutory Auditors of the Company and M/s. CMRS & Associates, Chartered Accountant, Pune (Firm Registration No. 101678W) as auditors for company's Pune Branch and authorize Board of Directors to fix their remuneration:

RESOLVED THAT M/s. S. N. Dhawan & Co., Chartered Accountant, New Delhi, the retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the Company and as Branch Auditors for Chennai Plant and they will hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting at a remuneration as may be mutually agreed upon between the Board of Directors and the Auditors.

RESOLVED THAT M/s. CMRS & Associates, Branch Auditors for Pune Plant, the retiring Auditors of the Company, be and are hereby re-appointed as Branch Auditors of the Company and they will hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting at a remuneration as may be mutually agreed upon between the Board of Directors and the Auditors.



Special Business

Item 5:

Special Resolution: Re- appointment of Mr. Anuj Talwar as an Executive Director of the Company for a period of three years with effect from August 14, 2015:

RESOLVED THAT pursuant to the provisions of section 196, 197, 203 read with Schedule V and other applicable provisions of Companies Act, 2013 and as are agreed to by the Board of Directors (hereinafter referred to as the Board) approval and consent of the Company be and is hereby accorded for re- appointment of Mr. Anuj Talwar as Executive Director of the Company for a period of three years with effect from August 14, 2015 liable to retire by rotation on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the Notice of 58th Annual General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, alter and modify, change, substitute, consolidate, delete and/or revise all the terms and conditions including as to remuneration, designation of the said appointment in any manner within the permissible limits and from time to time, as the Board may in its absolute discretion decide.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, the remuneration as set out in the Explanatory Statement be paid to Mr. Anuj Talwar as minimum remuneration, subject to necessary approval(s) as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be required to give effect to the aforesaid resolution.

Item 6:

Ordinary Resolution: Appointment of Mrs. Pallavi Sadanand Poojari as an Independent Director of the Company for a period of five consecutive years from 58th AGM:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 & clause 49 of the Listing Agreement, Ms. Pallavi Sadanand Poojari (DIN 07095137), who was appointed as an Additional Director of the Company with effect from 12th February, 2015 under Section 161(1) of the Companies Act, 2013 by the Board of Directors and whose term of office as an Additional Director expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the 58th Annual General Meeting.



Item 7:

Ordinary Resolution: Appointment of Mr. Vidur Talwar as Director of the Company liable to retire by rotation:

RESOLVED THAT Mr. Vidur Talwar (DIN 00114643), who was appointed as an Additional Director of the Company with effect from 12th February, 2015 under Section 161(1) of the Companies Act, 2013 by the Board of Directors and whose term of office as an Additional Director expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

Item 8:

Special Resolution: Acceptance of Fixed Deposits from Public:

RESOLVED THAT pursuant to the provisions of section 73 and 76 of the Companies Act, 2013 ("the Act") (including any modifications or re-enactments thereof) read with Companies (Acceptance of Deposits) Rules, 2014 and subsequent amendment(s) thereof and other applicable provisions of the Act and rules made thereunder, if any, and subject to such conditions, approvals, permissions, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to invite/ accept/ renew/ receive money(s) by way of unsecured/ secured deposits, or in any other form, from public and/ or members of the Company from time to time, in any form or manner, through circular/ advertisement or through any other permissible mode, upto permissible limits prescribed under applicable provisions of law and on such terms & conditions as Board of Directors of the Company in its sole discretion may deem fit and necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper, expedient, desirable or appropriate for such invitation/acceptance/renewal/receipt as aforesaid.

Item 9:

Ordinary Resolution: Ratification of remuneration of M/s. Vijender Sharma & Co., as Cost Auditors for the financial year 2015-16:

RESOLVED THAT pursuant to section 148, read with 139, 141 and Companies (Cost Accounting Records) Rules, 2013, and subject to such guidelines and approval as may be required from the Central Government, the re-appointment of M/s Vijender Sharma & Co., Cost accountants (Firm Registration No. 00180) as Cost auditor to conduct the audit of the cost records of the Company for the financial year 2015-16 on a remuneration of Rs. 1.75 Lacs plus service tax as applicable and reimbursement of out of pocket expenses, be and is hereby ratified.


COMPANY SECRETARY