Talbros Automotive Components Ltd.

www.talbros.com

16th September, 2026

Listing Department **BSE Limited** Phiroze Jeejeebhoi Tower, Dalal Street, Mumbai - 400001 **Scrip Code: 505160**	Listing Department **National Stock Exchange of India Limited** Exchange Plaza, 5th Floor, Plot No. C/1, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 **Trading Symbol: TALBROAUTO**

Subject: Addendum to Notice of 69th Annual General Meeting

This has reference to the Notice of 69th Annual General Meeting (AGM) of the Members of **TALBROS AUTOMOTIVE COMPONENTS LIMITED** scheduled to be held on **Friday, 25th September, 2026** at **12:30 P.M. (IST)** through **Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").**

The Board of Directors of the Company has approved the appointment of **Mr. Rahul Bhutoria (DIN: 00093326)** as an Additional (Non-Executive, Independent) Director of the Company for a term of Five consecutive years w.e.f. 16th September, 2026; subject to approval of shareholders in the ensuing AGM.

As the appointment of Mr. Rahul Bhutoria (DIN: 00093326) was made subsequent to the issuance of the Notice of AGM to members on 29th August, 2026, an **Addendum to the Notice of 69th Annual General Meeting** is being sent to the members to whom the AGM Notice was sent through email whose e-mail IDs were registered with Registrar and Share Transfer Agent (RTA) of the Company/ Depositories participant(s). In addition, Newspaper advertisements, both in English and Hindi editions, are being published for the information of shareholders

The Addendum to Notice of 69th Annual General Meeting along with the Explanatory statement and details of Director seeking appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 is annexed as **Annexure-A.**

Accordingly, the following Special Business at Item No. 7 alongwith Explanatory Statement and the required details of Director seeking appointment shall stand inserted in the Notice of the 69th AGM and shall be deemed to form an integral part thereof:

Item No. 7: "Appointment of Mr. Rahul Bhutoria (DIN: 00093326) as an Independent Director of the Company."

Except as stated above, all other terms, conditions and contents of the Notice of 69th AGM shall remain unchanged.

This is for your information and record, please.

Thanking You,

Yours Sincerely

For **Talbros Automotive Components Limited**

SEEMA NARANG

Digitally signed by SEEMA NARANG
Date: 2026.09.16 19:12:32 +05'30'

Talbros Automotive Components Ltd. Faridabad

Seema Narang

Company Secretary & Compliance Officer

regd. Office : 14/1, mathura road, faridabad-121003 haryana, india . ph: + 91 129 2275434/35/36/37 . fax : +91 129 2277240, 2272263 . e-mail: talbros@talbros.com
CIN : L29199HR1956PLC033107

TALBROS AUTOMOTIVE COMPONENTS LIMITED

CIN: L29199HR1956PLC033107

Registered Office: 14/1, Delhi-Mathura Road, P.O. Amar Nagar, Faridabad-121003, Haryana

Tel No.: 0129- 4960482, Website: www.talbros.com, Email: seema_narang@talbros.com

ADDENDUM TO THE NOTICE OF 69TH AGM OF THE COMPANY

This has reference to the Notice of 69th Annual General Meeting ("AGM") of Talbros Automotive Components Limited scheduled to be held on September 25, 2026 at 12:30 PM (IST) through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM"), sent to the Members on August 29, 2026. Subsequent to the issue of the Notice of 69th AGM the following additional business item is hereby included in the Notice of AGM and shall be deemed to form an integral part of the Notice of AGM. All other terms, conditions and contents of the Notice of AGM shall remain unchanged.

SPECIAL BUSINESS:

Insertion of an additional item as Item No. 7 in the AGM Notice dated May 20, 2026

ITEM NO. 7

Appointment of Mr. Rahul Bhutoria (DIN: 00093326) as an Independent Director of the Company

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule IV of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Rahul Bhutoria (DIN:00093326), appointed as an Additional (Non-Executive, Independent) Director of the Company with effect from September 16, 2026 by the Board of Directors and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules made thereunder and SEBI Listing Regulations, and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received from a shareholder in the prescribed manner and who is not debarred from holding the office of Director by virtue of any SEBI order or any such authority and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from September 16, 2026 upto September 15, 2031.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above Resolution."

By Order of the Board
For **Talbros Automotive Components Limited**

Sd/-
Place: Gurugram **Seema Narang**
Date: September 16, 2026 **Company Secretary**

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the above Special Business to be transacted at the 69th AGM is annexed hereto.

2. All the processes, notes and instructions relating to remote e-voting and e-voting during the AGM set out in the Notice of the ensuing 69th AGM shall mutatis-mutandis apply to the Resolution proposed in this Addendum to the Notice. Further, relevant documents mentioned herein will be available electronically for inspection by the Members during the AGM.

THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT"), WHICH SETS OUT THE DETAILS IN RESPECT OF ADDITIONAL ITEM OF SPECIAL BUSINESS:

ITEM NO. 7

Appointment of Mr. Rahul Bhutoria (DIN: 00093326) as an Independent Director of the Company

The Notice of the 69th Annual General Meeting (AGM) of the Company was sent to the members on August 29, 2026. The Company received a Notice dated September 03, 2026, under Section 160 of the Companies Act, 2013 (Act) proposing the candidature of Mr. Rahul Bhutoria (DIN: 00093326) for the appointment as an Independent Director. As the same was received subsequent to the issue of the Notice of the 69th AGM of the Company, an Addendum to the Notice of the 69th AGM is being circulated electronically to the members to whom Notice of the 69th AGM has been sent, in terms of the provisions of the Companies Act, 2013. Further as provided in Rule 13 of the Companies (Appointment and Qualification of Directors), Rules, 2014, the Addendum to the Notice of the 69th AGM shall be advertised suitably for the information of all shareholders.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Rahul Bhutoria (DIN: 00093326) as an Additional (Non-Executive, Independent) Director of the Company w.e.f. September 16, 2026 to hold office as an Independent Director for a term of five (5) consecutive years i.e. to September 15, 2031, subject to approval of the members of the Company in the ensuing AGM.

Mr. Rahul Bhutoria is the Co-founder & Director of Valtrust, an asset management company. He has worked closely with business families on investment strategy, portfolio management, capital allocation, succession planning and strategic growth. He is also involved in the management of investment portfolios across public and private markets in India and internationally.

He has over 17 years of experience across investment banking, private equity and investment management, with experience spanning asset management, public and private markets, PIPE transactions, early-stage investments and special situations. His investment experience covers diverse sectors including industrials, healthcare, financial services, logistics, energy and media, with a focus on long-term value creation and risk-adjusted returns. Mr. Rahul Bhutoria has also held international investment and Board experience, including as an investor and director in a UK-based healthcare company.

Previously, Mr. Rahul Bhutoria was a Director at Indcap, a boutique investment bank, where he was involved in structuring and executing Corporate Finance transactions. Mr. Rahul Bhutoria is among the founders and sponsors of Ashoka University. He has a BSc in Industrial Management from Purdue University, Indiana, USA and a MBA from INSEAD, France.

The Company has received the required declaration of independence from Mr. Rahul Bhutoria as provided in Section 149(6) of the Act. He fulfils the conditions as set out in Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. He is eligible for appointment as Independent Director and is not disqualified in terms of provisions of Section 164 of the Companies Act, 2013. Further, he is not debarred from holding the office by virtue of any order passed by SEBI or any other authority.

In the opinion of the Board, he fulfills the conditions as specified in the Act and Rules made thereunder and the Listing Regulations for his appointment and is independent of the management. He is a person of integrity and possesses appropriate skills, expertise, knowledge and qualification which would be beneficial to the Company. Accordingly, considering Mr. Rahul Bhutoria's overall credentials and professional expertise, the Board considers it in the interest of the Company to appoint Mr. Rahul Bhutoria as an Independent Director of the Company.

The details as stipulated under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 along with brief profile of Mr. Rahul Bhutoria are mentioned in **Annexure-A** to this Explanatory Statement.

He shall be paid remuneration by way of sitting fee only for attending meetings of the Board or Committees thereof as decided by the Board of Directors.

The approval of members is sought for appointment of Mr. Rahul Bhutoria as an Independent Director of the Company by way of Special Resolution.

The item for appointment of Mr. Rahul Bhutoria (DIN: 00093326) would be included in the remote e-voting facility commencing on Tuesday, September 22, 2026 at 9:00 a.m. (IST) and ending on Thursday, September 24, 2026 at 5:00 p.m. (IST) and in the e-voting during the AGM.

The Notice of the 69th AGM of the Company and the addendum to the Notice are available on https://investors.talbros.com/annual-general-meeting-agm

The relevant documents mentioned herein will be available electronically for inspection by the Members during the AGM.

This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Rahul Bhutoria is interested in this resolution to the extent of his appointment as an Independent Director. None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Addendum to the AGM Notice.

The Board recommends the Special Resolution as set out at Item No. 7 for the approval of Members of the Company.

talbros

ANNEXURE - A

Details of Directors seeking Appointment at the forthcoming Annual General Meeting (pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India are as under:

Name of the Director	Rahul Bhutoria
DIN	00093326
Age / Date of Birth	January 19, 1981
Nationality	Indian
Qualifications	BSc in Industrial Management from Purdue University, Indiana, USA and a MBA from INSEAD, France
Brief Profile and experience in specific functional areas	Mr. Rahul Bhutoria is the Co-founder & Director of Valtrust, an asset management company. He has worked closely with business families on investment strategy, portfolio management, capital allocation, succession planning and strategic growth. He is also involved in the management of investment portfolios across public and private markets in India and internationally. He has over 17 years of experience across investment banking, private equity and investment management, with experience spanning asset management, public and private markets, PIPE transactions, early-stage investments and special situations. His investment experience covers diverse sectors including industrials, healthcare, financial services, logistics, energy and media, with a focus on long-term value creation and risk-adjusted returns. Mr. Rahul Bhutoria has also held international investment and Board experience, including as an investor and director in a UK-based healthcare company. Previously, Mr. Rahul Bhutoria was a Director at Indcap, a boutique investment bank, where he was involved in structuring and executing Corporate Finance transactions. Mr. Rahul Bhutoria is among the founders and sponsors of Ashoka University. He has a BSc in Industrial Management from Purdue University, Indiana, USA and a MBA from INSEAD, France.
Date of first Appointment	September 16, 2026
Relationship with other Directors inter-se and Key Managerial Personnel	Mr. Rahul Bhutoria is not related with any Director or KMP of the Company.
No. of shares held in the Company	NIL
Name of listed entities from which the person has resigned in the past three years	NIL
Terms & conditions of appointment/ re-appointment	As per the resolution set out at Item No. 7 of this Addendum to AGM Notice read with explanatory statement pursuant to Section 102 of the Act.
List of Directorships held in other Companies (excluding foreign companies)	1. Valtrust Capital Private Limited 2. Stress Asset Management Co. Private Limited
List of Committees of Board of Directors across all companies in which Chairmanship/Membership is held (only Audit Committee and Stakeholders' Relationship Committee considered)	NIL
Number of Board Meetings attended during the year	NA