



Talbros Automotive
Components Ltd.

www.talbro.com

26th September, 2022

BSE Ltd. Phiroze Jeebhoy Towers, Dalal street, Fort, Mumbai- 400 001 Scrip Code: 505160	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 Company Code: TALBROAUTO
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Sub: Proceedings of 65th Annual General Meeting (AGM) of the Company held on 26th September, 2022

Dear Sir/ Madam,

The 65th Annual General Meeting of the members of the Company was held today, on 26th September, 2022 at 11:00 a.m. through Video Conference/ Other Audio Visual means through facility provided by NSDL to transact the business as set out in the Notice convening the meeting.

In this regard, please find enclosed the Proceedings of the 65th AGM in compliance with Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take them on your record.

The Results of remote e-voting and e-voting during the AGM along with the Scrutinizer's Report will be submitted to you separately.

Thanking you,

Yours Sincerely

For Talbros Automotive Components Limited

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SEEMA NARANG
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Seema Narang
Company Secretary

Encl: As above



PROCEEDINGS OF THE 65TH ANNUAL GENERAL MEETING OF THE MEMBERS OF TALBROS AUTOMOTIVE COMPONENTS LIMITED HELD ON MONDAY, 26TH SEPTEMBER, 2022 THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS, WHICH COMMENCED AT 11:00 AM AND CONCLUDED AT 11:56 AM

Present through VC/ OAVM:

Mr. Naresh Talwar	Chairman
Mr. Umesh Talwar	Vice- Chairman & Managing Director
Mr. Anuj Talwar	Joint Managing Director
Mr. Navin Juneja	Director and Group Chief Financial Officer and Chairman, Stakeholders' Relationship Committee
Mr. Anil Kumar Mehra	Chairman, Audit Committee
Mr. Manish Khanna	Chief Financial Officer
Mrs. Seema Narang	Company Secretary
Mr. Aman Agrawal	Representative of M/s. J.C. Bhalla & Co., Chartered Accountants (Statutory Auditors)
Mrs. Kiran Sharma	Scrutinizer

140 members including Corporate Representatives were present in the meeting.

The 65th Annual General Meeting (AGM) of the members of Talbros Automotive Components Limited was held on Monday, the 26th day of September, 2022 at 11:00 a.m. through video conferencing/ other audio visual means (VC/OAVM) through the facility provided by National Securities Depositories Limited (NSDL) to transact the business as set out in the Notice dated 23rd May, 2022 convening the 65th AGM.

Mr. Naresh Talwar, Chairman, chaired the meeting.

Mrs. Seema Narang, Company Secretary welcomed Directors, members and other invitees to the meeting and confirmed that the requisite quorum was present for the meeting. The meeting was called to order at 11:00 a.m.

Chairman, Mr. Naresh Talwar addressed the members and welcomed them to 65th AGM of the Company. He spoke about the effects of the pandemic and the challenges for automobile industry in FY 2021-22. He also spoke about Company's achievements in FY 2021-22. He briefly spoke about Company's business and operations going forward.

Chairman then invited Mr. Anuj Talwar, Joint Managing Director to further inform members about highlights of Company's business. Mr. Anuj Talwar shared detailed information of Company's business, Products as well as the performance of three Joint Ventures Companies.

He assured the members that the Company is focusing on achieving higher operational excellence, enhanced product quality, increase customer base and wider geographical presence. He stated that the Company is emphasising diversification to strengthen its business model and increase in stakeholder value.

Mr. Anuj Talwar expressed his gratitude towards all stakeholders, employees, and shareholders for their continued faith and support.

The Chairman then asked the Company Secretary to start the proceedings. The Company Secretary informed the members that AGM was being conducted through VC/OAVM in accordance with the circulars issued by the Ministry of Corporate Affairs and facility provided by National Securities Depository Limited (NSDL). She explained about the requisite steps for casting the votes and participation in AGM.

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The Members were requested to update their e-mail ids with the Company or its Registrar and Share Transfer Agent – Kfin Technologies Private Limited or their Depository Participants to receive all statutory correspondences from the Company.

The Company Secretary informed that the electronic copy of the Notice of 65th AGM along with Annual Report for FY 2021-22 was sent to all members whose E-mail IDs were registered with the Company or Depository Participants. She also informed that the physical copy of the Annual Report for FY 2021-22 had been sent to members who have requested for the same.

The Company Secretary read out the businesses as set out in the Notice of AGM dated 23rd May, 2022 to be transacted through e-voting as under:

S. No.	Particulars	Type of Resolution
Ordinary Business:		
1.	Adoption of audited Balance Sheet, Statement of Profit and Loss and Cash Flow Statement (Standalone and Consolidated) for the financial year ended 31 st March, 2022 and the Report of the Board of Directors and Auditors thereon.	Ordinary
2.	Confirmation of Interim Dividend @ 10% on fully paid-up Equity Share Capital for the financial year ended 31 st March, 2022.	Ordinary
3.	Declaration of Final Dividend @ 15% on fully paid-up Equity Share Capital for the financial year ended 31 st March, 2022.	Ordinary
4.	Re-appointment of Mr. Varun Talwar (DIN: 00263984) as Director, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
5.	Re-appointment of Mr. Anuj Talwar (DIN: 00628063) as Director, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
6.	Re-appointment of M/s. J. C. Bhalla & Co., Chartered Accountants as Statutory Auditors of the Company for a second term of five years to hold office from the conclusion of 65 th Annual General Meeting till the conclusion of 70 th Annual General Meeting.	Ordinary
Special Business:		
7.	Appointment of Mr. Deepak Jain (DIN: 00004972) as an Independent Director for a period of five years commencing from 29 th December, 2021 to 28 th December, 2026, not liable to retire by rotation.	Special
8.	Approval of material related party transactions with M/s. QH Talbros Private Limited for Sale/Purchase of Company's products including but not limited to Gaskets, Forgings and other Auto Parts.	Ordinary
9.	Approval of related party transactions with M/s. QH Talbros Private Limited for granting permission to use the Trademark of the Company for sales in Replacement Market, in consideration of royalty fee.	Ordinary

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10.	Approval of related party transactions with M/s. Nippon Leakless Talbros Private Limited for Sale/Purchase of Gaskets to each other.	Ordinary
11.	Approval of related party transactions with M/s. Talbros Marugo Rubber Private Limited for Sale/Purchase of Rubber, Rubber Compound, other chemicals and to do job work for each other.	Ordinary
12.	Approval of material related party transactions with M/s. Talbros Indiparts Private Limited for sale of Company's products in the aftermarket.	Ordinary
13.	Ratification of the remuneration of M/s. Vijender Sharma & Co., (Firm Registration No. 00180), appointed as Cost Auditors for the financial year ending on 31 st March, 2023.	Ordinary

She stated that Statutory Registers viz. Register of Members, Registers of Directors and KMP's and their shareholdings and Register of Contracts and Arrangements in which Directors Directors/KMP's are interested were made available at the NSDL e-voting platform for electronic inspection by the member till the conclusion of the meeting.

She further informed that as the Auditors' Report included in the 65th Annual Report does not contain any qualification or adverse remark, there was no requirement to read it at the meeting and hence the same was being taken as read.

She also stated that Mrs. Kiran Sharma, Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the e-voting process and to prepare the Report on the same. Company Secretary also informed that the voting results will be declared after receiving Scrutinizer Report. The results will be displayed at the registered office of the Company, placed on the website of the Company and will be intimated to the Stock Exchanges.

Thereafter, with the permission of the Chairman, the Company Secretary invited members who had registered themselves as speakers to ask their questions or queries one by one through VC. The speaker members asked their questions virtually during the meeting. Mr. Navin Juneja, Director and Group CFO responded to the queries of the speaker members.

The Company Secretary then thanked the panellists and members for joining the meeting and the meeting ended with a vote of thanks to the Chair.

The meeting concluded at 11:56 A.M. The e-voting facility was kept open post conclusion of the AGM till 01:26 P.M.

For **Talbros Automotive Components Limited**

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Seema Narang
Company Secretary

