



Talbros Automotive
Components Ltd.

www.talbro.com

26th September, 2023

BSE Ltd. Phiroze Jeejeebhoy 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: Submission of Voting Results & Scrutinizer's Report for the 66th AGM

Dear Sir/ Madam,

The 66th Annual General Meeting (AGM) of the members of the Company was held on Monday, 25th September, 2023 at 11.00 A.M. through video conferencing. The mode of voting was by way of e-voting (including remote e-voting and e-voting during AGM).

In terms of the requirement of Regulation 44 (3) of SEBI (LODR) Regulations, 2015, please find enclosed herewith:

- i) Combined voting results of valid votes cast through remote e-voting and e-voting at AGM pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure –I**.
- ii) Report of the Scrutinizer dated September 26, 2023, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as **Annexure –II**.

You are requested to take the same on your records.

Thanking you,

Yours Sincerely
For **Talbros Automotive Components Limited**


Seema Narang
Company Secretary

Encl: As above



COMBINED VOTING RESULTS

General Information about the Company	
Scrip Code	505160
NSE Symbol	TALBROAUTO
ISIN	INE187D01011
Name of the Company	Talbro's Automotive Components Ltd.
Type of Meeting	Annual General Meeting
Date of the meeting/ last day of receipt of postal ballot forms (in case of postal ballot)	25 th September, 2023
Start time of the meeting	11:00 a.m.
End time of the meeting	12:18 p.m.



Scrutinizer's Details	
Name of the Scrutinizer	Kiran Sharma
Name of the Firm	Kiran Sharma & Co., Company Secretaries
Qualification	Company Secretary (CS)
Membership No.	4942
Date of Board Meeting in which appointed	16 th May, 2023
Date of issuance of Report to the Company	26 th September, 2023



**SUMMARY OF VOTING RESULTS OF 66TH ANNUAL GENERAL MEETING OF
TALBROS AUTOMOTIVE COMPONENTS LIMITED**

Record Date	18th September, 2023
Date of declaration of Result	26th September, 2023
Total number of shareholders on record date	44693
No. of shareholders present in the meeting in person/ through proxy: Promoters & Promoter Group Public Total	Not applicable. Meeting was held through video conferencing.
No. of shareholders attended the meeting through Video Conferencing: Promoters & Promoter Group Public (Members) Total	6 129 135



Details of voting results at the 66th AGM of the Company as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:

Resolution 1: Adoption of Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended 31st March, 2023 including audited Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Resolution required : **Ordinary Resolution**
 Mode of Voting : **E-voting**
 Result : **PASSED with Requisite majority**
 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
Promoters and Promoters Group	E-voting	72,11,967	72,11,967	100.000	72,11,967	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		72,11,967	100.000	72,11,967	0	100.000	0.000
Public-Institutional	E-voting	16,079	0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		0	0.000	0	0	0.000	0.000
Public-Non-Institutional	E-voting	51,17,584	3,67,941	7.189	3,67,767	174	99.953	0.035
	Poll		0	0	0	0	0.000	0.000
	Sub-total		3,67,941	7.189	3,67,767	174	99.953	0.047
Total		1,23,45,630	75,79,908	61.397	75,79,734	174	99.997	0.003



Resolution 2: Confirmation of Interim Dividend @ 10% on paid-up Equity Share Capital for the financial year ended 31st March, 2023.

Resolution required : **Ordinary Resolution**
 Mode of Voting : **E-voting**
 Result : **PASSED with Requisite majority**
 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
Promoters and Promoters Group	E-voting	72,11,967	72,11,967	100.000	72,11,967	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		72,11,967	100.000	72,11,967	0	100.000	0.000
Public-Institutional	E-voting	16,079	0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		0	0.000	0	0	0.000	0.000
Public-Non-Institutional	E-voting	51,17,584	3,67,941	7.189	3,67,767	174	99.953	0.047
	Poll		0	0	0	0	0.000	0.000
	Sub-total		3,67,941	7.189	3,67,767	174	99.953	0.047
Total		1,23,45,630	75,79,908	61.397	75,79,734	174	99.998	0.002



Resolution 3: Declaration of Final Dividend @ 20% on paid-up Equity Share Capital for the financial year ended 31st March, 2023.

Resolution required : **Ordinary Resolution**
 Mode of Voting : **E-voting**
 Result : **PASSED with Requisite majority**
 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
Promoters and Promoters Group	E-voting	72,11,967	72,11,967	100.000	72,11,967	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		72,11,967	100.000	72,11,967	0	100.000	0.000
Public-Institutional	E-voting	16,079	0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		0	0.000	0	0	0.000	0.000
Public-Non-Institutional	E-voting	51,17,584	3,67,941	7.189	3,67,767	174	99.953	0.047
	Poll		0	0	0	0	0.000	0.000
	Sub-total		3,67,941	7.189	3,67,767	174	99.953	0.047
Total		1,23,45,630	75,79,908	61.397	75,79,734	174	99.998	0.002



Resolution 4: Re-appointment of Mr. Navin Juneja (DIN: 00094520) as Director, who retires by rotation and, being eligible, offers himself for re-appointment.

Resolution required : **Ordinary Resolution**
 Mode of Voting : **E-voting**
 Result : **PASSED with Requisite majority**
 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
Promoters and Promoters Group	E-voting	72,11,967	72,11,967	100.000	72,11,967	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		72,11,967	100.000	72,11,967	0	100.000	0.000
Public-Institutional	E-voting	16,079	0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		0	0.000	0	0	0.000	0.000
Public-Non-Institutional	E-voting	51,17,584	3,65,978	7.151	3,65,849	129	99.965	0.035
	Poll		0	0	0	0	0.000	0.000
	Sub-total		3,65,978	7.151	3,65,849	129	99.965	0.035
Total		1,23,45,630	75,77,945	61.381	75,77,816	129	99.998	0.002



Resolution 5: Re-appointment of Mr. Umesh Talwar (DIN: 00059271) as Vice Chairman & Managing Director for a period of three years commencing from 1st April, 2024 to 31st March, 2027, not liable to retire by rotation.

Resolution required : **Special Resolution**
 Mode of Voting : **E-voting**
 Result : **PASSED with Requisite majority**
 Whether promoter/ promoter group are interested in the agenda/ resolution? : **Yes**

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
Promoters and Promoters Group	E-voting	72,11,967	61,80,666	85.700	61,80,666	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		61,80,666	85.700	61,80,666	0	100.000	0.000
Public-Institutional	E-voting	16,079	0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		0	0.000	0	0	0.000	0.000
Public-Non-Institutional	E-voting	51,17,584	3,67,930	7.189	3,67,802	128	99.965	0.035
	Poll		0	0	0	0	0.000	0.000
	Sub-total		3,67,930	7.189	3,67,802	128	99.965	0.035
Total		1,23,45,630	65,48,596	53.043	65,48,468	128	99.998	0.002



Resolution 6: Re-appointment of Mr. Anuj Talwar as Joint Managing Director for a period of three years commencing from 14th August, 2024 to 13th August, 2027, liable to retire by rotation.

Resolution required : **Special Resolution**
Mode of Voting : **E-voting**
Result : **PASSED with Requisite majority**
Whether promoter/ promoter group are interested in the agenda/ resolution? : **Yes**

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
Promoters and Promoters Group	E-voting	72,11,967	64,61,930	89.600	64,61,930	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		64,61,930	89.600	64,61,930	0	100.000	0.000
Public-Institutional	E-voting	16,079	0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		0	0.000	0	0	0.000	0.000
Public-Non-Institutional	E-voting	51,17,584	3,67,930	7.189	3,67,801	129	99.965	0.035
	Poll		0	0	0	0	0.000	0.000
	Sub-total		3,67,930	7.189	3,67,801	129	99.965	0.035
Total		1,23,45,630	68,29,860	55.322	68,29,731	129	99.998	0.002



Resolution 7: Re- appointment and continuation of Mrs. Priyanka Gulati (DIN: 07087707) as Non-Executive Independent Director of the Company for a second term of five consecutive years w.e.f. 25th September, 2023

Resolution required : **Special Resolution**
 Mode of Voting : E-voting
 Result : **PASSED with Requisite majority**
 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
Promoters and Promoters Group	E-voting	72,11,967	72,11,967	100.000	72,11,967	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		72,11,967	100.000	72,11,967	0	100.000	0.000
Public-Institutional	E-voting	16,079	0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		0	0.000	0	0	0.000	0.000
Public-Non-Institutional	E-voting	51,17,584	3,67,930	7.189	3,67,207	723	99.803	0.197
	Poll		0	0	0	0	0.000	0.000
	Sub-total		3,67,930	7.189	3,67,207	723	99.803	0.197
Total		1,23,45,630	75,79,897	61.397	75,79,174	129	99.990	0.001



Resolution 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 upto maximum amount of Rs. 95.00 Crores during FY 2023-24

Resolution required : **Ordinary Resolution**
 Mode of Voting : **E-voting**
 Result : **PASSED with Requisite majority**
 Whether promoter/ promoter group are interested in the agenda/ resolution? : **YES**

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
Promoters and Promoters Group	E-voting	72,11,967	59,93,157	100.000	59,93,157	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		59,93,157	100.000	59,93,157	0	100.000	0.000
Public-Institutional	E-voting	16,079	0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		0	0.000	0	0	0.000	0.000
Public-Non-Institutional	E-voting	51,17,584	3,67,930	7.189	3,67,687	243	99.934	0.066
	Poll		0	0	0	0	0.000	0.000
	Sub-total		3,67,930	7.189	3,67,687	243	99.934	0.066
Total		1,23,45,630	63,61,087	51.525	63,60,844	243	99.996	0.004



Resolution 9: Approval of an Agreement and transactions with related party M/s. Talbros Indiparts Private Limited for sale of Company's products in the aftermarket.

Resolution required : **Ordinary Resolution**
 Mode of Voting : E-voting
 Result : **PASSED with Requisite majority**
 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
Promoters and Promoters Group	E-voting	72,11,967	72,11,967	100.000	72,11,967	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		72,11,967	100.000	72,11,967	0	100.000	0.000
Public-Institutional	E-voting	16,079	0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		0	0.000	0	0	0.000	0.000
Public-Non-Institutional	E-voting	51,17,584	3,65,982	7.151	3,65,884	98	99.973	0.027
	Poll		0	0	0	0	0.000	0.000
	Sub-total		3,65,982	7.151	3,65,884	98	99.973	0.027
Total		1,23,45,630	75,77,949	61.381	75,77,851	98	99.998	0.002



Resolution 10: Approval of Remuneration of M/s. Vijender Sharma & Co., (Firm Registration No. 00180), appointed as Cost Auditors for the financial year ending on 31st March, 2024

Resolution required : **Ordinary Resolution**
 Mode of Voting : **E-voting**
 Result : **PASSED with Requisite majority**
 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
Promoters and Promoters Group	E-voting	72,11,967	72,11,967	100.000	72,11,967	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		72,11,967	100.000	72,11,967	0	100.000	0.000
Public-Institutional	E-voting	16,079	0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		0	0.000	0	0	0.000	0.000
Public-Non-Institutional	E-voting	51,17,584	3,67,930	7.190	3,67,374	556	99.849	0.151
	Poll		0	0	0	0	0.000	0.000
	Sub-total		3,67,930	7.190	3,67,374	556	99.849	0.151
Total		1,23,45,630	75,79,897	61.397	75,79,341	556	99.992	0.008



Resolution 11: Approval of sub-division/split such that 1 (One) equity share having face value of Rs. 10/- (Rupees Ten only) each fully paid up, be sub-divided/split into 5 (Five) equity shares having face value of Rs. 2/- (Rupees Two only) each fully paid-up

Resolution required : **Ordinary Resolution**
 Mode of Voting : **E-voting**
 Result : **PASSED with Requisite majority**
 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
Promoters and Promoters Group	E-voting	72,11,967	72,11,967	100.000	72,11,967	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		72,11,967	100.000	72,11,967	0	100.000	0.000
Public-Institutional	E-voting	16,079	0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		0	0.000	0	0	0.000	0.000
Public-Non-Institutional	E-voting	51,17,584	3,67,941	7.190	3,67,408	533	99.855	0.145
	Poll		0	0	0	0	0.000	0.000
	Sub-total		3,67,941	7.190	3,67,408	533	99.855	0.145
Total		1,23,45,630	75,79,908	61.397	75,79,375	533	99.993	0.007



Resolution 12: Approval of alteration of Capital Clause of the Memorandum of Association of the Company consequent to the proposed Sub-division/ Split of the existing equity shares of the Company.

Resolution required : **Special Resolution**
 Mode of Voting : **E-voting**
 Result : **PASSED with Requisite majority**
 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
Promoters and Promoters Group	E-voting	72,11,967	72,11,967	100.000	72,11,967	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		72,11,967	100.000	72,11,967	0	100.000	0.000
Public-Institutional	E-voting	16,079	0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		0	0.000	0	0	0.000	0.000
Public-Non-Institutional	E-voting	51,17,584	3,67,930	7.190	3,67,332	598	99.837	0.163
	Poll		0	0	0	0	0.000	0.000
	Sub-total		3,67,930	7.190	3,67,332	598	99.837	0.163
Total		1,23,45,630	75,79,897	61.397	75,79,299	598	99.992	0.008



KIRAN SHARMA & CO.

Company Secretaries

Consolidated Scrutinizer's Report

{Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014 as amended}

To,
The Chairman
Talbro's Automotive Components Limited
14/1, Delhi Mathura Road,
P.O. Amar Nagar, Faridabad-121003

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting during the 66th Annual General Meeting (AGM) of Talbro's Automotive Components Limited held on Monday, the 25th day of September, 2023 at 11.00 a.m. (IST) through video conferencing ('VC')/other audio visual means ('OAVM').

I, Kiran Sharma, proprietor of M/s. Kiran Sharma & Co., Practicing Company Secretaries, having its office at 67 Nehru Apartments, First Floor, Outer Ring Road, New Delhi - 110019 was appointed as the Scrutinizer by the Board of Directors of Talbro's Automotive Components Limited (**the Company**) in its meeting held on **16th May, 2023** for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting during the 66th Annual General Meeting ('**AGM**') in respect of the resolutions as mentioned in the Notice dated 8th August, 2023 for the 66th AGM of the Company held on Monday, the 25th day of September, 2023 at 11.00 a.m. (IST) through video conferencing ('**VC**')/other audio visual means ('**OAVM**').

The Company has confirmed that the Notice of the AGM dated 8th August, 2023 alongwith Annual Report 2022-23 was sent to the Members in respect to the resolutions proposed to be passed at the 66th AGM of the Company, through electronic mode to those Members whose email addresses are registered with the Company/Depositories/RTA, in compliance with the relevant provisions of the Companies Act, 2013 read with Rules, General Circulars issued by the Ministry of Corporate Affairs ("**MCA**") from time to time and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("**LODR Regulation**") and other applicable laws and regulations.

The hard copies of 66th Annual Report were sent to members who requested for the same.

For 66th AGM of the Company, I submit as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Act, and the Rules made thereunder (ii) the MCA Circulars and (iii) the LODR Regulations, related to e-voting in respect of the resolutions contained in the

AGM Notice including the dispatch of notice to the shareholders and also for ensuring a secured platform for e-voting.

2. My responsibility as Scrutinizer is restricted to make a consolidated Scrutinizer's Report of the votes cast in **Favour (Assent)** or **Against (Dissent)** in respect of the resolutions contained in the AGM Notice, based on the report generated from the e-voting system provided by National Securities Depositories Limited (NSDL)
3. The remote e-voting period commenced on Friday, 22nd September, 2023 at 09:00 A.M. (IST) and ended on Sunday, 24th September, 2023 at 05:00 P.M. (IST) at e-voting platform on the designated website of National Securities Depository Limited (NSDL), authorized agency to provide e-voting facility i.e. www.evoting.nsdl.com. The Company also provided e-voting facility to the Members who participated/attended the AGM through VC/OAVM to enable such Members to cast their votes, if they had not cast their vote earlier through remote-voting.
4. The Members of the Company as on the "cut off" date i.e. Monday, 18th September, 2023 were entitled to avail the facility of remote e-voting as well as e-voting at the 66th AGM (herein collectively referred as "e-votes/e-voting") on the proposed resolutions as set out in the Notice of 66th AGM of the Company.
5. The total paid up Equity Share Capital of the Company as on "cut off" date i.e. Monday, 18th September, 2023 was Rs. 12,34,56,300 (Rupees Twelve Crore Thirty-Four lakhs Fifty-Six Thousand three Hundred) divided into 1,23,45,630 (One Crore Twenty-Three Lakhs Forty-Five Thousand Six Hundred and Thirty) Equity Shares of Rs. 10/- (Rupees Ten only) each.
6. After completion of e-voting at the 66th AGM, the e-votes cast by the Shareholders were unblocked in presence of two witnesses i.e. Mr. Rahul Gupta and Mr. Tony Bhatia who are not in the employment of the Company.
7. The data of e-votes was diligently scrutinized and reconciled with the records maintained by the KFIN Technologies Limited, Registrar and Share Transfer Agent ("RTA") of the Company. Detailed registers were maintained containing the summary of results of e-voting at 66th AGM.
8. Based on the reports generated by NSDL, the Consolidated Report on the results of e-voting on each resolution is as under:

ORDINARY BUSINESS

Resolution No.1: Ordinary Resolution

To receive, consider and adopt the Financial Statements (Standalone and Consolidated) of the Company for the year ended 31st March, 2023 including audited Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.



Ordinary Resolution			
Particulars	Voter Count	Number of Valid Votes	Percentage (%)
Assent	213	75,79,734	99.997
Dissent	5	174	0.003
Total	218	75,79,908	100.000

Ordinary Resolution set out at item no. 1 of Notice stands **PASSED** with requisite majority.

Resolution No.2: Ordinary Resolution

To Confirm Payment of Interim Dividend @ 10 % on fully paid-up Equity Share Capital for the financial year 2022-23.

Ordinary Resolution			
Particulars	Voter Count	Number of Valid Votes	Percentage (%)
Assent	213	75,79,734	99.997
Dissent	5	174	0.003
Total	218	75,79,908	100.000

Ordinary Resolution set out at item no. 2 of Notice stands **PASSED** with requisite majority.

Resolution No.3: Ordinary Resolution

To Declare a Final Dividend @ 20 % on fully paid-up Equity Share Capital for the financial year ended 31st March, 2023

Ordinary Resolution			
Particulars	Voter Count	Number of Valid Votes	Percentage (%)
Assent	213	75,79,734	99.997
Dissent	5	174	0.003
Total	218	75,79,908	100.000

Ordinary resolution set out at item no. 3 of Notice stands **PASSED** with requisite majority.

Resolution No.4: Ordinary Resolution

To re-appoint Mr. Navin Juneja (DIN: 00094520) as Director, who retires by rotation and, being eligible, offers himself for re-appointment.



Ordinary Resolution			
Particulars	Voter Count	Number of Valid Votes	Percentage (%)
Assent	209	75,77,816	99.998
Dissent	6	129	0.002
Total	215	75,77,945	100.000

Ordinary Resolution set out at item no. 4 of Notice stands **PASSED** with requisite majority.

Resolution No.5: Special Resolution

To re-appoint Mr. Umesh Talwar (DIN: 00059271) as Vice-Chairman & Managing director for a period of three years commencing from 1st April, 2024 to 31st March, 2027, not liable to retire by rotation.

Ordinary Resolution			
Particulars	Voter Count	Number of Valid Votes	Percentage (%)
Assent	208	65,48,468	99.998
Dissent	5	128	0.002
Total	213	65,48,596	100.000

Special Resolution set out at item no. 5 of Notice stands **PASSED** with requisite majority.

Resolution No.6: Special Resolution

To re-appoint Mr. Anuj Talwar (DIN: 00628063) as Joint Managing director for a period of three years commencing from 14th August, 2024 to 13th August, 2027, liable to retire by rotation.

Ordinary Resolution			
Particulars	Voter Count	Number of Valid Votes	Percentage (%)
Assent	208	68,29,731	99.998
Dissent	6	129	0.002
Total	214	68,29,860	100.000

Special Resolution set out at item no. 6 of Notice stands **PASSED** with requisite majority.

SPECIAL BUSINESS

Resolution No.7: Special Resolution



To re-appoint and continuation of Mrs. Priyanka Gulati (DIN: 07087707) as Non-Executive Independent Director of the Company for a second term of five consecutive years w.e.f. 25th September, 2023.

Special Resolution			
Particulars	Voter Count	Number of Valid Votes	Percentage (%)
Assent	210	75,79,174	99.990
Dissent	7	723	0.010
Total	217	75,79,897	100.000

Special Resolution set out at item no. 7 of Notice stands **PASSED** with requisite majority.

Resolution No.8: Ordinary Resolution

To approve the 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 upto maximum amount of Rs. 95.00 Crores during FY 2023-24.

Ordinary Resolution			
Particulars	Voter Count	Number of Valid Votes	Percentage (%)
Assent	207	63,60,844	99.996
Dissent	6	243	0.004
Total	213	63,61,087	100.000

Ordinary Resolution set out at item no. 8 of Notice stands **PASSED** with requisite majority.

Resolution No.9: Ordinary Resolution

To approve an Agreement and transactions with related party with M/s. Talbros Indiparts Private Limited for sale of Company's products in the aftermarket.

Ordinary Resolution			
Particulars	Voter Count	Number of Valid Votes	Percentage (%)
Assent	211	75,77,851	99.998
Dissent	5	98	0.002
Total	216	75,77,949	100.000

Ordinary Resolution set out at item no. 9 of Notice stands **PASSED** with requisite majority.



Resolution No. 10: Ordinary Resolution

To ratify and confirm the Remuneration of M/s. Vijender Sharma & Co., (Firm Registration No. 00180), appointed as Cost Auditors for the financial year ending on 31st March, 2024.

Ordinary Resolution			
Particulars	Voter Count	Number of Valid Votes	Percentage (%)
Assent	209	75,79,341	99.992
Dissent	8	556	0.008
Total	217	75,79,897	100.000

Ordinary Resolution set out at item no. 10 of Notice stands **PASSED** with requisite majority.

Resolution No. 11: Ordinary Resolution

To approve sub-division/split of the existing equity shares of the Company, such that 1 (One) equity share having face value of Rs. 10/- (Rupees Ten only) each fully paid up, be sub-divided/split into 5 (Five) equity shares having face value of Rs. 2/- (Rupees Two only) each fully paid-up.

Ordinary Resolution			
Particulars	Voter Count	Number of Valid Votes	Percentage (%)
Assent	212	75,79,375	99.992
Dissent	6	533	0.008
Total	218	75,79,908	100.000

Ordinary Resolution set out at item no. 11 of Notice stands **PASSED** with requisite majority.

Resolution No.12: Special Resolution

To approve alteration of Capital Clause of the Memorandum of Association of the Company consequent to the proposed Sub-division/ Split of the existing equity shares of the Company.

Ordinary Resolution			
Particulars	Voter Count	Number of Valid Votes	Percentage (%)



Assent	210	75,79,299	99.992
Dissent	7	598	0.008
Total	217	75,79,897	100.000

Special Resolution set out at item no. 12 of Notice stands **PASSED** with requisite majority.

I report as under:

1. All the Twelve Resolutions mentioned in the Notice of the AGM as per the details above have been PASSED with the requisite majority and hence deemed to have been passed at the 66th AGM.
2. The Company may accordingly declare the result of the voting through remote e-voting and e-voting at the AGM to the respective authorities.
3. The electronic data and all other relevant records relating to e-voting received from NSDL are under my safe custody and will be handed over to Ms. Seema Narang, Company Secretary and Compliance Officer, for preserving safely after the Chairman signs the minutes of the AGM.
4. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of National Depositories Services Limited. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty or care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

**For Kiran Sharma & Co
Company Secretaries**




Countersigned by:

Kiran Sharma

Proprietor M/s. Kiran Sharma & Co.

Practicing Company Secretaries

Scrutinizer

FCS 4942

C.O.P No. 3116

Peer Review No. - 1236/2021

UDIN: F004942E001087496

For Talbros Automotive Components Limited