



Talbros Automotive
Components Ltd.

www.talbro.com

28th September, 2021

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 (i) Scrutinizer's Report (ii) Combined Voting Results of E-voting (remote e-voting and e-voting during Annual General Meeting) for 64th Annual General Meeting (AGM) of the Company held on 27th September, 2021.

Dear Sir/ Madam,

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

- Report of the Scrutinizer dated September 28, 2021, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as **Annexure –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 –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

Company Secretaries

Consolidated Report of Scrutinizer on voting through e-voting system and through remote e-voting

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015)

To,
The Chairman
64th Annual General Meeting of the Shareholders
Talbro Automotive Components Limited
14/1, Delhi Mathura Road,
P.O. Amar Nagar, Faridabad-121003

Dear Sir,

I, Kiran Sharma, proprietor of M/s. Kiran Sharma & Co., Practicing Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of Talbro Automotive Components Limited (hereinafter referred to as the "Company") at its meeting held on June 8, 2021 to scrutinize the process of Remote e-voting and e-voting at the 64th AGM and for ascertaining the requisite majority on resolutions contained in the Notice of 64th AGM and for providing the combined result of remote e-voting and e-voting carried out during the AGM.

The Notice dated June 8, 2021, as confirmed by the Company was sent to the shareholders through electronic mode to these Members whose email addresses were registered with the Company/Depositories, in compliance with the MCA & SEBI Circulars.

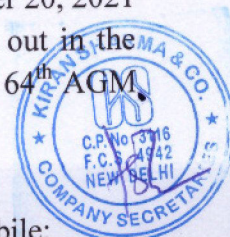
For those Members whose email ids were not available, or who were holding shares in physical form and have not registered their email ids, the Company had advertised Notice convening AGM and e-voting details in the newspapers with all related information.

For 64th AGM of the Company:

1. The remote e-voting period remained open from Friday, September 24, 2021 (9:00 a.m. IST) to Sunday, September 26, 2021 (5:00 p.m. IST) and was disabled for voting thereafter.
2. The members holding shares as on the "cut off" date i.e. Monday, September 20, 2021 were entitled to vote on the proposed resolutions (item no. 1 to 7 as set out in the Notice of 64th AGM of the Company) by remote e-voting system prior to 64th AGM and e-voting system during the 64th AGM.

Off: 7A, LGF, NRI Complex Greater Kailash-IV, New Delhi – 110019, India | Mobile: 9910892003

Email: cskiransharma.co@gmail.com



3. The Company had advertised in the newspapers, asking members who have not registered their email ids with the Company or KFIN, Registrar and Transfer Agents ('RTA') of the Company or with the respective Depository Participant viz. National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL").
4. The Company availed the services by National Securities Depository Limited (NSDL) for the purpose of extending the facility of Remote e-voting and e-voting at AGM (hereinafter referred to as the 'e-voting facility') to the Members of the Company.
5. The Company provided e-voting facility for the members to vote during the AGM and till 11:45 a.m. after the conclusion of AGM proceedings for members who had not voted on resolutions through remote e-voting.
6. After the conclusion of the e-voting at the 64th AGM, the votes cast by the members at the 64th AGM through e-voting system and through remote e-voting facility, were downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>) on September 27, 2021 at 6:05 p.m.
7. I have scrutinized and reviewed the votes cast by the members through e-voting facility, based on the data downloaded from the NSDL e-voting system.
8. The Management of the Company is responsible to ensure compliances with regard to conducting the 64th AGM of the members of the Company through VC/OAVM and to organize the e-voting facility in accordance with the provisions of the Companies Act, 2013 read with the Rules made thereunder and the MCA Circulars issued in this regard.

My responsibility as a scrutinizer for ascertaining the requisite majority on voting through e-voting system and remote e-voting is limited to prepare and submit the Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated in the Notice of AGM, by the members of the Company on the basis of the reports generated from e-voting system provided by NSDL.
9. The votes cast through e-voting facility was duly unblocked by me as Scrutinizer in the presence of Mr. Rahul Gupta and Mr. Murlidhar Talreja who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.
10. Only valid votes have been taken as votes polled.
11. Consolidated report on the result of the voting through e-voting system and remote e-voting is as under:



ORDINARY BUSINESS

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended March 31, 2021 including audited Balance Sheet as at March 31, 2021, 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.

Votes in Favour of the Resolution		Votes against the Resolution	
Nos.	%	Nos.	%
74,44,331	99.998	114	0.002

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

Resolution 2: Ordinary Resolution

To declare Dividend @ 20 % on paid-up Equity Share Capital for the financial year ended March 31, 2021.

Votes in Favour of the Resolution		Votes against the Resolution	
Nos.	%	Nos.	%
74,05,347	99.476	39,019	0.524

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

Resolution 3: Ordinary Resolution

To re-appoint Mr. Vidur Talwar (DIN: 00114643) as Director, who retires by rotation and, being eligible, offers himself for re-appointment.

Votes in Favour of the Resolution		Votes against the Resolution	
Nos.	%	Nos.	%
63,19,131	99.997	179	0.003

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



SPECIAL BUSINESS

Resolution 4: Ordinary Resolution

Renewal of Agreement with QH Talbros Private Limited for a period of three years with effect from April 1, 2022 to March 31, 2025 for Sale/Purchase of Company's products.

Votes in Favour of the Resolution		Votes against the Resolution	
Nos.	%	Nos.	%
55,67,759	99.973	1,514	0.027

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

Resolution 5: Ordinary Resolution

Renewal of Agreement with Talbros Marugo Rubber Private Limited for a period of three years w.e.f April 1, 2022 to March 31, 2025 for purchase/sale of Rubber, Rubber Compound, other chemicals and to do job work for each other.

Votes in Favour of the Resolution		Votes against the Resolution	
Nos.	%	Nos.	%
55,69,259	99.999	14	0.001

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

Resolution 6: Ordinary Resolution

Entering into Business Agreement with Talbros Indiparts Private Limited for a period of three years with effect from April 1, 2021 to March 31, 2024 for sale of Company's products in the aftermarket.

Votes in Favour of the Resolution		Votes against the Resolution	
Nos.	%	Nos.	%
74,42,852	99.980	1,514	0.020

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

Resolution 7: Ordinary Resolution



Ratification of the remuneration of M/s. Vijender Sharma & Co., (Firm Registration No. 00180), appointed as Cost Auditors for the financial year ending on March 31, 2022.

Votes in Favour of the Resolution		Votes against the Resolution	
Nos.	%	Nos.	%
74,44,214	99.998	152	0.002

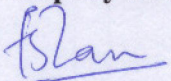
Ordinary Resolution set out at item no. 7 of Notice stands **PASSED** with the requisite majority.

I report as under:

1. All the Seven Resolutions mentioned in the Notice of the AGM as per the details above stand passed with the requisite majority and hence deemed to have been passed at the 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**



Kiran Sharma

Prop.

FCS 4942, C.P. 3116

Off: 7A, LGF, NRI Complex

Greater Kailash-IV,

New Delhi – 110019

Mobile: 9910892003

UDIN: **F004942C001026446**



Date: New Delhi

Place: 28.09.2021

COMBINED VOTING RESULTS

General Information about the Company	
Scrip Code	505160
NSE Symbol	TALBROAUTO
ISIN	INE187D01011
Name of the Company	Talbro 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)	27 th September, 2021
Start time of the meeting	10:30 a.m.
End time of the meeting	11:07 a.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	8 th June, 2021
Date of issuance of Report to the Company	28 th September, 2021



**SUMMARY OF VOTING RESULTS OF 64TH ANNUAL GENERAL MEETING OF
TALBROS AUTOMOTIVE COMPONENTS LIMITED**

Record Date	20th September, 2021
Date of declaration of Result	28th September, 2021
Total number of shareholders on record date	21703
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	 3 78 81



Details of voting results at the 64th 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, 2021 including audited Balance Sheet as at 31st March, 2021, 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	71,84,988	71,84,988	100.000	71,84,988	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		71,84,988	100.000	71,84,988	0	100.000	0.000
Public-Institutional	E-voting	55,515	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	51,05,127	2,59,457	5.082	2,59,343	114	99.956	0.044
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		2,59,457	5.082	2,59,343	114	99.956	0.044
Total		1,23,45,630	74,44,445	60.300	74,44,331	114	99.998	0.002



Resolution 2: Declaration of Dividend @ 20% on paid-up Equity Share Capital for the financial year ended 31st March, 2021.

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	71,84,988	71,84,988	100.000	71,84,988	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		71,84,988	100.000	71,84,988	0	100.000	0.000
Public-Institutional	E-voting	55,515	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	51,05,127	2,59,378	5.081	2,20,359	39,019	84.957	15.043
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		2,59,378	5.081	2,20,359	39,019	84.957	15.043
Total		1,23,45,630	74,44,366	60.300	74,05,347	39,019	99.476	0.524



Resolution 3: Re-appointment of Mr. Vidur Talwar (DIN: 00114643) 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?	:	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	71,84,988	60,59,932	84.342	60,59,932	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		60,59,932	84.342	60,59,932	0	100.000	0.000
Public-Institutional	E-voting	55,515	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	51,05,127	2,59,378	5.081	2,59,199	179	99.931	0.069
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		2,59,378	5.081	2,59,199	179	99.931	0.069
Total		1,23,45,630	63,19,310	51.187	63,19,131	179	99.997	0.003



Resolution 4: Renewal of Agreement with QH Talbros Private Limited for a period of three years with effect from 1st April, 2022 to 31st March, 2025 for Sale/Purchase of Company's products.

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	71,84,988	53,09,895	73.903	53,09,895	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		53,09,895	73.903	53,09,895	0	100.000	0.000
Public-Institutional	E-voting	55,515	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	51,05,127	2,59,378	5.081	2,57,864	1,514	99.416	0.584
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		2,59,378	5.081	2,57,864	1,514	99.416	0.584
Total		1,23,45,630	55,69,273	45.111	55,67,759	1,514	99.973	0.027



Resolution 5: Renewal of Agreement with Talbros Marugo Rubber Private Limited for a period of three years w.e.f 1st April, 2022 to 31st March, 2025 for purchase/sale of Rubber, Rubber Compound, other chemicals and to do job work for each other.

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

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	71,84,988	53,09,895	73.903	53,09,895	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		53,09,895	73.903	53,09,895	0	100.000	0.000
Public-Institutional	E-voting	55,515	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	51,05,127	2,59,378	5.081	2,59,364	14	99.995	0.005
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		2,59,378	5.081	2,59,364	14	99.995	0.005
Total		1,23,45,630	55,69,273	45.111	55,69,259	14	99.999	0.001



Resolution 6: Entering into Business Agreement with Talbros Indiparts Private Limited for a period of three years with effect from 1st April, 2021 to 31st March, 2024 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	71,84,988	71,84,988	100.000	71,84,988	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		71,84,988	100.000	71,84,988	0	100.000	0.000
Public-Institutional	E-voting	55,515	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	51,05,127	2,59,378	5.081	2,57,864	1,514	99.416	0.584
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		2,59,378	5.081	2,57,864	1,514	99.416	0.584
Total		1,23,45,630	74,44,366	60.300	74,42,852	1,514	99.980	0.020



Resolution 7: Ratification of the remuneration of M/s. Vijender Sharma & Co., (Firm Registration No. 00180), appointed as Cost Auditors for the financial year ending on 31st March, 2022.

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	71,84,988	71,84,988	100.000	71,84,988	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		71,84,988	100.000	71,84,988	0	100.000	0.000
Public-Institutional	E-voting	55,515	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	51,05,127	2,59,378	5.081	2,59,226	152	99.941	0.059
	Poll		0	0.000	0	0	0.000	0.000
	Sub-total		2,59,378	5.081	2,59,226	152	99.941	0.059
Total		1,23,45,630	74,44,366	60.300	74,44,214	152	99.998	0.002

