



Talbro's Automotive
Components Ltd.

www.talbro's.com

29th August, 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: Notice of 66th Annual General Meeting ("AGM")

Dear Sir/Ma'am,

Pursuant to Regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 66th Annual General Meeting ('AGM') of the Company which is scheduled to be held on Monday, 25th September, 2023 at 11.00 A.M. (IST) through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM").

This is for your information and records.

Thanking you,

Yours Sincerely

For Talbro's Automotive Components Limited



**Seema Narang
Company Secretary**

Encl: As above



TALBROS AUTOMOTIVE COMPONENTS LIMITED

CIN: L29199HR1956PLC033107

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

Tel No.: 0129-2251482, Website: www.talbros.com, Email: seema_narang@talbros.com

NOTICE

NOTICE is hereby given that the 66th Annual General Meeting of the members of Talbros Automotive Components Limited will be held on **Monday, the 25th day of September, 2023 at 11.00 a.m.** through **video conferencing/ other audio visual means (VC/OAVM)** to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Standalone and Consolidated Financial Statements.

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial year ended March 31, 2023 including Audited Balance Sheet as at March 31, 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 Statutory Auditors thereon and in this regard pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2023 including the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Statutory Auditors thereon be and are hereby received, considered and adopted.”

2. Confirmation of Interim Dividend.

To confirm the payment of Interim Dividend @ 10 % i.e. ₹ 1.00 per fully paid-up equity share of the Company for the financial year 2022-23 and in this regard pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT the Interim Dividend @ 10% i.e. ₹1.00 per fully paid-up equity share of the Company for the financial year 2022-23, as approved by the Board of Directors at their meeting held on February 08, 2023 and already paid to the shareholders, be and is hereby noted and confirmed.”

3. Declaration of Final Dividend.

To declare Final Dividend @ 20 % i.e. ₹2.00 per fully paid-up equity share of the Company for the financial

year 2022-23, in addition to the Interim Dividend already paid and in this regard pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Final Dividend @ 20 % i.e. ₹2.00 per fully paid-up equity share of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year 2022-23 and be paid out of the profits of the Company.”

4. Re-appointment of Mr. Navin Juneja as Director.

To re-appoint Mr. Navin Juneja (DIN: 00094520) as Director, who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, if any (including any statutory modifications or re-enactments thereof) and the Articles of Association of the Company, Mr. Navin Juneja (DIN: 00094520) who retires by rotation and being eligible, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:

5. Re-appointment of Mr. Umesh Talwar, Vice Chairman & Managing 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 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (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 the Board of Directors, consent of the members be and is hereby accorded to the re-appointment of Mr. Umesh Talwar (DIN: 00059271) as Vice Chairman & Managing Director of the Company for a period of three years w.e.f. April 01, 2024 till

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March 31, 2027, not liable to retire by rotation and on terms and conditions and payment of monthly remuneration payable to him during the period of his continuance in the office of Vice Chairman and Managing Director of the Company as detailed hereunder:

1. Salary

Particulars	Monthly Remuneration (₹)
Basic Salary	8,47,000/-
House Rent Allowance	5,93,000/-
Other Allowances	75,000/-*
Total Salary	15,15,000/-

*Other allowances include payments in the nature of medical reimbursement, club fee etc. upto the amount specified.

2. Perquisites & Allowances in addition to the above:

- a) Company's Contribution towards Superannuation and Provident Fund as per rules of the Company.
- b) Gratuity & other long term benefits as per Company Policy.
- c) Earned/ Privilege Leaves - As per rules of the Company. Leaves accumulated but not availed during the tenure may be allowed to be encashed at the end of the tenure.
- d) Car - Provision of a Chauffeur driven car for the business purposes of the Company & personal use.
- e) Telephone - Telephone facility at residence, personal long distance calls to be paid by Mr. Umesh Talwar.
- f) Such other benefits/ amenities and other privileges as may from time to time be available to other executives of the Company and the monetary value shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, the same be evaluated at actual cost.

3. Other Benefits:

- a) Reimbursement of entertainment expenses actually and properly incurred in course of the business of the Company.

- b) The expenses in connection with the spouse accompanying Vice Chairman & Managing Director while on business tours in India and abroad to be borne by the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to vary/ alter the designation of Mr. Umesh Talwar, Vice Chairman and Managing Director and/or the remuneration including payment of commission, if deemed fit, and/ or the terms and conditions in any manner within the permissible limits and from time to time as recommended by the Nomination & Remuneration Committee and deemed fit by the Board in its absolute discretion.

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

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be usual, expedient or proper to give effect to the aforesaid resolution and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

6. Re-appointment of Mr. Anuj Talwar, Joint Managing 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 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (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 the Board of Directors, consent of the members be and is hereby accorded to

Notice (Contd.)

the re-appointment of Mr. Anuj Talwar (DIN: 00628063) as Joint Managing Director of the Company for a period of three years w.e.f. August 14, 2024 till August 13, 2027, liable to retire by rotation and on terms and conditions and payment of monthly remuneration payable to him during the period of his continuance in the office of Joint Managing Director of the Company as detailed hereunder:

1. Salary

Particulars	Monthly Remuneration (₹)
Basic Salary	8,47,000/-
House Rent Allowance	5,93,000/-
Other Allowances	75,000/-*
Total Salary	15,15,000/-

*Other allowances include payments in the nature of medical reimbursement, club fee etc. upto the amount specified.

2. Perquisites & Allowances in addition to the above:

- Company's Contribution towards Superannuation and Provident Fund as per rules of the Company.
- Gratuity & other long term benefits as per Company Policy.
- Earned/ Privilege Leaves - As per rules of the Company. Leaves accumulated but not availed during the tenure may be allowed to be encashed at the end of the tenure.
- Car- Provision of a Chauffeur driven car for the business purposes of the Company & personal use.
- Telephone- Telephone facility at residence, personal long distance calls to be paid by Mr. Anuj Talwar.
- Such other benefits/ amenities and other privileges as may from time to time be available to other executives of the Company and the monetary value shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, the same be evaluated at actual cost.

3. Other Benefits:

- Reimbursement of entertainment expenses actually and properly incurred in course of the business of the Company.
- The expenses in connection with the spouse accompanying the Joint Managing Director while on business tours in India and abroad to be borne by the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to vary/ alter the designation of Mr. Anuj Talwar, Vice Chairman and Managing Director and/or the remuneration including payment of commission, if deemed fit, and/ or the terms and conditions within the permissible limits and from time to time as recommended by the Nomination & Remuneration Committee and deemed fit by the Board in its absolute discretion.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, the remuneration as set above 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 authorised to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be usual, expedient or proper to give effect to the aforesaid resolution and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this 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. September 25, 2023

To consider and, if though fit, to pass the following resolution as a **Special Resolution**:

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“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification (s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mrs. Priyanka Gulati (DIN: 07087707), who has submitted a declaration to the effect that she meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and whose appointment has been recommended by Nomination and Remuneration Committee and Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, to hold office for a second term of five years commencing with effect from September 25, 2023 to September 24, 2028 not liable to retire by rotation.”

8. Approval of material related party transactions with M/s QH Talbros Private Limited for Sale/Purchase of Company’s products

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and Regulation 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into and/or carrying out and/or continuing with contracts/arrangements/transactions with M/s QH Talbros Private Limited, a related party, for Sale/Purchase of Company’s products including but not limited to Gaskets, Forgings and other Auto Parts upto maximum amount of ₹95.00 Crores during FY 2023-24.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds or things as may be necessary to give effect to the above resolution including modification in the Agreement with

M/s QH Talbros Private Limited as approved by members in 64th AGM.”

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 for a period of three years

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors to enter into an Agreement for carrying out and/or continuing with contracts/arrangements/transactions with M/s. Talbros Indiparts Private Limited for a period of three years with effect from April 01, 2024 to March 31, 2027 for sale of Company’s products in the aftermarket for a maximum amount of ₹ 60 Crores in one financial year on the terms and conditions as mentioned in the Agreement.

RESOLVED FURTHER THAT pursuant to all applicable statutory provisions as aforesaid approval of the Members of Company be and is hereby also accorded to the Board of Directors of the Company to enter into and/or continuing with contracts/arrangements/transactions with M/s. Talbros Indiparts Private Limited, a related party, for Sale of Company’s products in the aftermarket for a maximum amount of ₹ 60 Crores during FY 2023-24.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to decide the terms and conditions of the agreement and to do all such acts, deeds or things as may be necessary to give effect to the above resolution and to modify any terms of the Agreement without being required to seek any further consent or approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Notice (Contd.)

10. Remuneration of Cost Auditors

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, the remuneration payable to M/s Vijender Sharma & Co., Cost accountants (Firm Registration No. 00180) appointed as Cost Auditors by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024 amounting to ₹ 1.75 Lacs exclusive of applicable taxes thereon and reimbursement of out of pocket expenses on actual basis incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds or things as may be necessary to give effect to the above resolution.”

11. Approval of sub-division/split of equity shares of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 61(1)(d) and other applicable provisions of the Companies Act, 2013 (“Act”) (if any), read with relevant Rules made

thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force), in accordance with the Articles of Association of the Company and subject to receipt of such other approvals, consents and permissions as may be required from concerned statutory authorities and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals and on recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee of the Board of Directors), approval of the Members of the Company be and is hereby accorded for subdivision/split of the existing equity shares of the Company, such that 1 (One) equity share having face value of ₹ 10/- (Rupees Ten only) each fully paid up, be sub-divided/split into 5 (Five) equity shares having face value of ₹ 2/- (Rupees Two only) each fully paid-up, ranking pari-passu with each other in all respects with effect from the Record Date.

RESOLVED FURTHER THAT the Record Date for the sub-division/split of existing equity shares shall be decided by the Board post approval of the shareholders and will be intimated to the Exchanges in due course.

RESOLVED FURTHER THAT pursuant to the sub-division/split of equity shares of the Company, all the equity shares of face value of ₹ 10/- (Rupees Ten only) each consisting in the Authorised equity share capital existing on the Record Date, shall stand sub-divided/split as follows:

Type of Capital	Pre sub-division/split			Post sub-division/split		
	No. of Equity Shares	Face Value (₹)	Total Equity Share Capital (₹)	No. of Equity Shares	Face Value (₹)	Total Equity Share Capital (₹)
Authorised Equity Share Capital	2,00,00,000	10/-	20,00,00,000	10,00,00,000	2/-	20,00,00,000

RESOLVED FURTHER THAT pursuant to the sub-division/split of equity shares of the Company, all the equity shares of face value of ₹ 10/- (Rupees Ten only) each fully paid-up consisting in the Issued, Subscribed and Paid up equity share capital existing on the Record Date, shall stand sub-divided/split as follows:

Type of Capital	Pre sub-division/split			Post sub-division/split		
	No. of Equity Shares	Face Value (₹)	Total Equity Share Capital (₹)	No. of Equity Shares	Face Value (₹)	Total Equity Share Capital (₹)
Issued, Subscribed and Paid-up Equity Share Capital	1,23,45,630	10/-	12,34,56,300	6,17,28,150	2/-	12,34,56,300

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RESOLVED FURTHER THAT upon sub-division/split of equity shares as aforesaid and with effect from the Record Date:

- (a) for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing share certificate(s), shall credit such sub-divided/split Equity Shares to the Demat Suspense Account of the Company and on providing the details of Demat account, such sub-divided/ split Equity Shares shall be credited proportionately to the concerned Demat account of the shareholder, in terms of applicable regulations, rules, guidelines and Circulars as may be issued from time to time in this regard; and
- (b) for the equity shares held in dematerialised form, the sub-divided/split equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their depository participants, in lieu of the existing credits present in their respective beneficiary demat accounts.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things to give such directions as they may in their absolute discretion deem necessary, proper or desirable to settle any question, difficulty that may arise with regard to the sub-division/split of the equity shares as aforesaid and to undertake such corporate actions as may be necessary and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members.”

12. Approval of alteration of Capital Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013 (if any), read with relevant Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), the Articles of Association of the Company and subject to receipt of such other approvals, consents and permissions as may be required from concerned statutory authorities and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals and on recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee of the Board of Directors), approval of the Members of the Company be and is hereby accorded to delete the existing Clause 5 of the Memorandum of Association of the Company in entirety and substituted with the following Clause 5:

“5. The Authorised Share Capital of the Company is ₹20,00,00,000/- (Rupees Twenty Crores only) divided into 10,00,00,000 (Ten Crores) Equity Shares of face value of ₹ 2/- (Rupees Two) each.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Statutory/regulatory and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members.”

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

Sd/-

**Seema Narang
Company Secretary**

Place: Gurugram
Date: August 08, 2023

Notice (Contd.)

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), which sets out details relating to Special Businesses at the meeting, is annexed hereto.

The relevant details, pursuant to applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on general meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment/re-appointment at this AGM is annexed as **Annexure-1**.

2. **In accordance with the General Circular No. 20/2020 dated May 05, 2020, read with the circulars dated April 08, 2020, April 13, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 issued by the Ministry of Corporate Affairs (MCA) and in accordance with the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India providing relaxations to the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (Listing Regulations, collectively “Applicable Circulars”), the Annual General Meeting (AGM) will be conducted through video conferencing/other audio visual means (VC/OAVM). Members can attend and participate in the 66th AGM through VC/OAVM. The deemed venue for the AGM will be the Registered Office of the Company and the physical attendance of the members at a common venue has been dispensed with.**

ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO NOTICE OF THE 66H AGM.

3. Institutional/corporate shareholders (i.e. other than individuals, HUF, NRI, etc.), are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorisation etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting on evoting@nsdl.co.in and seema_narang@talbros.com.

4. a) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members who need assistance before or during the AGM and e-voting user manual for Members available on the website “<http://www.evoting.nsdl.com>” under the ‘Downloads Section’. You can also contact NSDL at 022 - 4886 7000 and 022 - 2499 7000 or Ms. Snehal Bhambe, Assistant Manager, NSDL, at designated e-mail IDs: evoting@nsdl.co.in., who will address the grievances related to electronic voting.
- b) The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in these notes. The facility of participation at the AGM through VC/OAVM will be made available for maximum of 1000 members on first come first served basis. However, this will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021, May 05, 2022 and December 28, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well

Notice (Contd.)

as venue voting on the date of the AGM will be provided by NSDL.

7. In accordance with the aforesaid MCA Circulars, the Notice of the AGM along with the 66th Annual Report of the Company are being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. The Company shall send the physical copy of Notice of the AGM along with the 66th Annual Report to those Members who request the same at seema_narang@talbros.com mentioning their Folio No. / DP ID and Client ID. The Notice convening the 66th AGM along with the 66th Annual Report will also be available on the website of the Company at www.talbros.com, websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of NSDL at www.evoting.nsdl.com
8. **Members may also note that the Notice of the AGM and the Annual Report are available on the website of the Company www.talbros.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com and on the website of NSDL i.e., www.evoting.nsdl.com**
9. **Members desiring any information relating to the annual accounts or any document pertaining to the explanatory statement are requested to send an email to the Company at seema_narang@talbros.com at least ten (10) days before the AGM.**
10. **The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 18, 2023 to Monday, September 25, 2023 (both days inclusive) for the purpose of 66th Annual General Meeting and for determining entitlement of Members to final dividend for the financial year ended March 31, 2023 as approved at the 66th AGM.**
11. Subject to the provisions of Section 123 of the Act, Final Dividend as recommended by the Board of Directors, if declared at the AGM will be paid to the Members on the basis of the details of beneficial ownership furnished by the Depositories, as at the close of Saturday, September 16, 2023 and in respect of shares held in physical form to those members whose names will appear in the Register

of Members of the Company, after giving effect to valid transmission and transposition requests lodged with the Company, as on close of Saturday, September 16, 2023.

12. In terms of the provisions of the Income Tax Act, 1961 ("the Act") as amended by the Finance Act, 2020, dividend paid or distributed by a Company on or after April 01, 2020 is taxable in the hands of the Members. The Company is, therefore, required to deduct tax at source at the time of payment of dividend to the Members.

For resident members: Tax will be deducted at source ("TDS") under Section 194 of the Act (read with Press Release dated May 13, 2020) @ 10% on the amount of dividend payable unless exempt under any of the provisions of the Act. However, in case of individuals, TDS would not apply if the aggregate of total dividend distributed to them by the Company during FY does not exceed ₹ 5,000/-.

Tax at source will **NOT** be deducted where a member provides Form 15G (applicable to Individual in case of dividend) / Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met. Blank Form 15G and 15H can also be downloaded from the website of the RTA viz. Form 15 H.pdf (www.kfintech.com)

Needless to mention, the Permanent Account Number (PAN) will be mandatorily required. If PAN is not submitted, Tax at source will be deducted @ 20% as per Section 206AA of the Act.

In order to provide exemption from withholding of tax, the following organisations must provide a self-declaration as listed below:

- Insurance companies: A declaration that they are beneficial owners of shares held.
- Mutual Funds: A declaration that they are governed by the provisions of Section 10(23D) of the Act along with copy of registration documents (self-attested).
- Alternative Investment Fund (AIF) established in India: A declaration that its income is exempt under Section 10(23FBA) of the Act and they are established as Category I or Category II AIF under the SEBI Regulations. Copy of registration documents (self-attested) should be provided.
- New Pension System Trust: A declaration that they are governed by the provisions of Section 10(44)

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[subsection 1E to Section 197A] of the Act along with copy of registration documents (self-attested).

- **Corporation established by or under a Central Act;** which is, under any law for the time being in force, exempt from income tax on its income - Documentary evidence that the person is covered under Section 196 of the Act.
- **For non-resident members:** Tax is required to be withheld in accordance with the provisions of Section 195 of the Act at applicable rates in force. As per the relevant provisions of the Act, the tax shall be withheld @ 20% (plus applicable surcharge and cess) on the amount of dividend payable. However, as per Section 90 of the Act, a non-resident member has the option to be governed by the provisions of the Double Tax Avoidance Agreement (“DTAA”) between India and the country of tax residence of the member, if they are more beneficial to the member. For this purpose, i.e. to avail tax treaty benefits, the non-resident member will have to provide the following:
 - i) Self-attested copy of Permanent Account Number (PAN Card), if any, allotted by the Indian income tax authorities;
 - ii) Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the member is resident;
 - iii) Self-declaration in Form 10F, if all the details required in this form are not mentioned in the TRC;
 - iv) Self-declaration by the non-resident member of having no permanent establishment in India in accordance with the applicable Tax Treaty;
 - v) Self-declaration of beneficial ownership by the non-resident member.

The documents referred to in point nos. (iii) to (v) can be downloaded from the website of the RTA viz. Tax Exemption Forms Registration (kfintech.com)

The Resident Non-Individual Members i.e. Insurance companies, Mutual Funds and Alternative Investment Fund (AIF) established in India and Non-Resident Non-Individual Members i.e. Foreign Institutional Investors and Foreign Portfolio Investors

may alternatively submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL platform, on or before the aforesaid timelines.

The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by non- resident member.

Notwithstanding the above, tax shall be deducted at source @ 20% (plus applicable surcharge and cess) on dividend paid to Foreign Institutional Investors and Foreign Portfolio Investors under section 196D of the Act. Such rate shall not be reduced on account of the application of the lower DTAA rate, if any.

To enable us to determine the appropriate TDS / withholding tax rate applicable, we request you to provide the above details and documents not later than Saturday, September 09, 2023.

To summarize, dividend will be paid after deducting the tax at source as under:

- NIL for resident members receiving dividend up to ₹ 5,000/- or in case Form 15G / Form 15H (as applicable) along with self-attested copy of the PAN is submitted.
- 10% for resident members in case PAN is provided / available.
- 20% for resident members, if PAN is not provided / not available.
- Tax will be assessed on the basis of documents submitted by the non-resident members.
- 20% plus applicable surcharge and cess for non-resident members in case the aforementioned documents are not submitted.
- Lower / NIL TDS on submission of self-attested copy of the certificate issued under Section 197 of the Act.

Kindly note that the aforementioned documents should be sent through e-mail to einward.ris@kfintech.com and rajeev.kr@kfintech.com.

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No communication on the tax determination / deduction shall be entertained after September 09, 2023.

In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. No claim shall lie against the Company for such tax deducted.

In the event the Company is unable to pay the dividend to any member directly in their bank accounts, the Company will dispatch the dividend warrant/ Bankers' cheque/ demand draft/etc. to such member, as the case may be at the earliest once the normalcy is restored.

All dividend remaining unclaimed/unpaid for a period of seven years from the date it became due for payment, will be transferred to the Investor Education and Protection Fund established by the Central Government. Members who have not yet encashed their dividend warrant(s) are requested to make their claims without any delay.

13. Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:

Shares held in physical form: Members are requested to send the following details/documents to the Company's Registrars and Transfer Agent ('RTA'), M/s KFIN Technologies Limited by **Saturday, September 16, 2023:**

- a) Form ISR-1 along with supporting documents. The said form is available on website of the RTA at http://karisma.kfintech.com/downloads/2Form_ISR-1.pdf
- b) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:
 - i. Cancelled cheque in original, or
 - ii. Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address,

same bank account number and type as on the cheque leaf and full address of the bank branch

- iii. Self-attested copy of the PAN Card of all the holders; and Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

Shares held in Electronic form: The members are requested to update their bank details with their Depository Participants or Registrar and Transfer Agent (RTA) for the purpose of receiving dividend.

Nomination facility: In terms of Section 72 of the Companies Act, 2013 shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nomination are requested to send their request in Form SH-13 for nomination and Form ISR-3 or Form SH-14 for cancellation/ variation as the case may be to the RTA.

The said form is available at <https://ris.kfintech.com/clientservices/isc/>

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company's RTA at http://karisma.kfintech.com/downloads/Form_ISR-4.pdf

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All Investor related communication may be addressed to the RTA/Company at the following address:

Company Address:	RTA Address:
Company Secretary & Compliance Officer Talbro Automotive Components Limited 14/1, Delhi Mathura Road, Faridabad -121003 Tel: +91-129- 2251456/ 2251482 Email: seema_narang@talbros.com	M/s KFIN Technologies Limited, Unit: Talbros Automotive Components Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally Hyderabad 500 008, India Email: rajeev.kr@kfintech.com

14. Register of contracts or arrangements in which directors are interested will be available at the commencement of AGM and remain open and accessible during the continuance of the AGM to any person attending meeting through VC/OAVM.
15. Register of Directors and Key Managerial Personnel will also be kept open for inspection during the AGM and accessible to the persons attending the AGM through VC/OAVM.
16. Members may please note that the unclaimed dividend in respect of the FY 2015-16 must be claimed by the concerned members on or before September 15, 2023, failing which it will be transferred to the Investor Education & Protection Fund authority, in accordance with the relevant provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"). Members are requested to write to company/KFIN, for claiming unclaimed dividend.
17. Attention of the members is drawn to the provisions of Section 124(6) of the Act which requires a company to transfer all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more in the name of IEPF Authority. In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has intimated the shareholders whose shares are liable to be transferred in the name of IEPF Authority. Members are advised to visit the website of the Company www.talbros.com to ascertain such details.
18. Attention is seeking towards the SEBI Circular no. SEBI/HO/MIRSD-PoD-1/P/CIR/2023-37 dated March 16, 2023 w.r.t. the documents pertaining to the PAN, KYC details and nomination are not furnished by shareholders latest by September 30, 2023 then respective folio of the shareholder shall be frozen by the RTA on or after October 01, 2023 and the same shall be referred by the RTA/Company to the administering authority under the Benami Transactions (Prohibition) Act, 1988 and or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.
19. **INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER-**
 - a) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of voting through electronic means to its members. Members of the Company can transact all the items of the businesses with the facility of voting through electronic means through e-Voting Services provided by National Securities Depository Limited (NSDL).
 - b) The members who have casted their vote by remote e-voting prior to the meeting may also participate in the meeting through VC/OAVM but shall not be entitled to cast their vote again.
 - c) The "cut-off" date for determining the eligibility for voting through remote electronic voting system is fixed as Monday, September 18, 2023. The voting rights of the shareholders shall be in proportion to their shares on the total paid-up equity share capital as on the cut-off date.
 - d) Ms. Kiran Sharma, a practicing Company Secretary (Membership no. 4942), has been appointed as the scrutinizer to scrutinise the remote e-voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.

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- e) The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the resolution(s), invalid votes, if any, and whether the resolution(s) has/have been carried or not, to the Chairman or a person authorised by him. The result along with the Scrutinizer's Report will be published on the website of the Company at www.talbro.com and on the website of NSDL at www.evoting.nsdl.com. The results shall be simultaneously communicated to BSE Limited and National Stock Exchange of India Limited, where the securities of the Company are listed.

OTHER INFORMATION RELATED TO REMOTE E-VOTING PROCEDURE-

The remote e-voting facility will be available during the following voting period:

Commencement of e-voting	Friday, September 22, 2023 at 9:00 A.M (IST)
End of e-voting	Sunday, September 24, 2023 at 5:00 P.M.(IST)

The remote e-voting module shall be disabled by NSDL for voting thereafter.

The manner of voting electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

- A)** Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:





In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

NSDL provides IDeAS (Internet based Demat Account Statement) to its clients to enable shareholders to view balances and transactions in demat accounts updated on an online basis.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

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Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

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Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Individual Shareholders holding securities in demat mode with NSDL Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Individual Shareholders holding securities in demat mode with CDSL Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - Now, you will have to click on "Login" button.
 - After you click on the "Login" button, Home page of e-Voting will open.
- STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 - Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 - Now you are ready for e-Voting as the Voting page opens.
 - Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- Instructions for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**
- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested

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scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to seema_narang@talbros.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to seema_narang@talbros.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

20. Instructions for attending AGM of the Company through VC/OAVM:

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting

instructions mentioned in the notice to avoid last minute rush.

- ii. Members are requested to participate on first-come-first-served basis, as participation at the meeting through video conferencing will be limited to maximum of 1000 members. The meeting can be joined 30 minutes before the scheduled time of AGM and will be closed on the expiry of 30 minutes from the scheduled time of the AGM. However, there will be no such restrictions for participation at the meeting by large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
- iii. The procedure for e-Voting on the day of the AGM is same as the instructions for remote e-voting mentioned below.
- iv. Members are encouraged to join the Meeting through Laptops for better experience. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at seema_narang@talbros.com by Saturday, September 16, 2023 (5.00 p.m. IST).

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the

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meeting. The Company reserves the right to restrict the number of speakers depending upon the availability of time at the AGM.

- vi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members who need assistance before or during the AGM and e-voting user manual for Members available on the website “www.evoting.nsd.com” under the ‘Downloads Section’.” You can also contact NSDL at 022 - 4886 7000 and 022 - 2499 7000 or Ms. Snehal

Bhame, Assistant Manager, NSDL, at designated e-mail IDs: evoting@nsdl.co.in., who will address the grievances related to electronic voting.

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

Place: Gurugram
Date: August 08, 2023

**Sd/-
Seema Narang
Company Secretary**

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EXPLANATORY STATEMENT IN RESPECT OF ITEMS OF SPECIAL BUSINESS:

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013 (Act), sets out all the material facts relating to the business proposed to be transacted under Item Nos. 5 to 12 of the accompanying Notice dated August 08, 2023.

ITEM NO. 5 AND 6

Mr. Umesh Talwar is one of the Promoters of the Company and has been managing the affairs of the Company as its Vice Chairman & Managing Director (VCMD) since year 2000. He has rich and varied experience in automotive sector and continues to make valuable contribution in overall growth of the Company. Shareholders of the Company at their 63rd Annual General Meeting held on September 25, 2020 had approved the re-appointment of Mr. Umesh Talwar as VCMD for a period of 3 years from April 01, 2021 to March 31, 2024, not liable to retire by rotation.

As the current term of appointment of Mr. Umesh Talwar is valid till March 31, 2024, approval of members by way of special resolution is sought for the re-appointment of Mr. Umesh Talwar for a period of 3 years from April 01, 2024 on the remuneration as set out in the proposed resolution at item no. 5 of Notice of 66th AGM.

Mr. Anuj Talwar has been associated with the Company since year 2008. He has over 18 years of rich experience in the Corporate Finance, Credit analysis and Auto Industry. He has indepth knowledge of the business of the Company and has an important role in the future direction and growth of the Company. With his focus on business excellence and economic conditions, he is steering the Company to the most profitable direction while also implementing its vision, mission and long term goals. Shareholders of the Company at their 63rd Annual General Meeting held on September 25, 2020 had approved the re-appointment of Mr. Anuj Talwar as Joint Managing Director for a period of 3 years from August 14, 2021 to August 13, 2024, liable to retire by rotation.

As the current term of appointment of Mr. Anuj Talwar is valid till August 13, 2024, approval of members by way of special resolution is sought for the re-appointment of Mr. Anuj Talwar for a period of 3 years from August 14, 2024 on the remuneration as set out in the proposed resolution at item no. 6 of Notice of 66th AGM.

The Board of Directors has, subsequent to the approval and recommendation of the Nomination and Remuneration Committee in its meeting held on February 03, 2023, approved the re-appointments of Mr. Umesh Talwar and Mr. Anuj Talwar as mentioned in the respective resolutions at Item no. 5 and 6 subject to shareholders' approval.

The shareholders of the Company are requested to approve the remuneration to be paid to Mr. Umesh Talwar and Mr. Anuj Talwar as mentioned in Item No. 5 and 6 respectively of this Notice to be paid as minimum remuneration in case of loss or inadequacy of profits in any financial year during their tenure.

In order to ensure continuity in payment of remuneration to whole time Directors irrespective of unforeseen volatility in operations/ profitability and as per the requirements of Section – II of Part – II of Schedule V of the Companies Act, 2013 a Special Resolution is also required to be passed for payment of managerial remuneration, therefore consent of members by way of a Special Resolution is sought for re-appointment of Umesh Talwar as VCMD and Mr. Anuj Talwar as Joint Managing Director of the Company w.e.f. April 01, 2024 and August 14, 2024 respectively for a period of three years at specified remuneration as detailed in the proposed resolutions at item no. 5 and 6.

The Directors are of the opinion that the re-appointment of Mr. Umesh Talwar as VCMD will be in the interest of the Company considering his rich experience, product and industry knowledge and strong board performance that will benefit the Company in the long run and also help the Company to steer through the difficult and challenging times. Accordingly, the Directors recommend the Special Resolutions at item no. 5 of this notice for the approval of the Members.

The Directors are of the opinion that the re-appointment of Mr. Anuj Talwar as Jt. Managing Director will be in the interest of the Company considering that he has indepth knowledge of the business of the Company and has an important role in the future direction of the growth of the Company and the JV Companies. Accordingly, the Directors recommend the Special Resolutions at item no. 6 of this notice for the approval of the Members

This may also be treated as memorandum pursuant to Section 190 of the Companies Act, 2013.

Mr. Umesh Talwar and Mr. Anuj Talwar hold 187510 and 375018 equity shares of the Company respectively.

Notice (Contd.)

Mr. Umesh Talwar and Mr. Anuj Talwar hold directorships in the following Companies:

Mr. Umesh Talwar		Mr. Anuj Talwar	
Name of the Company	Date of Appointment	Name of the Company	Date of Appointment
QH Talbros Private Limited	June 06, 2014	QH Talbros Private Limited	September 17, 2022
		Talbros International Private Limited	September 30, 2016
		T&T Motors Private Limited	September 30, 2015
		Marelli Talbros Chassis Systems Private Limited	February 03, 2012
		Talbros Margo Rubber Private Limited	August 23, 2012
		Nippon Leakless Talbros Private Limited	February 13, 2020

Mr. Umesh Talwar and Mr. Naresh Talwar being brothers are related to each other. Mr. Umesh Talwar is the father of Mr. Anuj Talwar and hence both are related to each other.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Naresh Talwar, being brother of Mr. Umesh Talwar and Mr. Anuj Talwar, being the son of Mr. Umesh Talwar, is concerned or interested, financially or otherwise, in the special resolution set out at Item No. 5.

None of the Directors/Key Managerial Personnel of the Company/ their relatives, except Mr. Umesh Talwar, being father of Mr. Anuj Talwar, is concerned or interested, financially or otherwise, in the special resolution set out at Item No. 6.

The statement of information as required under Section II of Part-II of Schedule V to the Companies Act, 2013 is as under:

(I) General Information:					
Nature of Industry	Manufacturing Auto Components				
Date of commencement of commercial operation	The Company was incorporated on September 08, 1956 and it has started its Commercial production in 1957.				
Financial Performance:	(₹ Lacs)				
Financial Parameters	2018-19	2019-20	2020-21	2021-22	2022-23
Turnover (₹ In Lacs)	48284.79	38529.41	44419.72	57724.03	64718.32
Net profit as per profit and loss statement	2167.57	671.89	3360.80	3704.95	4370.33
Dividend paid (₹ In Lacs)	185.18	222.22	61.73	370.37	308.64
Rate of dividend declared	15%	18%	5%	30%	25%
Joint Ventures (JV)/ Foreign collaborators, if any	<ul style="list-style-type: none"> – Nippon Leakless Corporation Japan, (JV with Nippon Leakless Corporation, Japan) – Marelli Talbros Chassis Systems Private Limited (JV with Marelli Suspension S.p.A, Italy) – Talbros Marugo Rubber Private Limited (JV with Marugo Rubber Industries Limited, Japan) 				

Notice (Contd.)

II. Information about the appointees:

Name	Mr. Umesh Talwar	Mr. Anuj Talwar
Background Details	<p>Mr. Umesh Talwar, aged 72 years, has done B.Com (Hons.) from Hindu College, Delhi University and MBA from XLRI, Jamshedpur. He has more than 46 years of experience in the Automotive Component Industry. He has been associated with the Company since 1977.</p> <p>He is one of the Promoters and has been managing the affairs of the Company as its Vice Chairman & Managing Director (VCMD) since 2000. Under his leadership the Company has received various awards and recognition.</p>	<p>Mr. Anuj Talwar, aged 42 years, is a Bachelor in Business Administration from college of William & Mary, Virginia, USA and Master of Business Administration from Boston University Graduate School of Management.</p> <p>He has been associated with the Company since 2008. He had over 18 years of rich experience in the Corporate Finance, Credit analysis and Auto Industry.</p>
Past remuneration (₹ Per annum)	2020-21 148.90 Lacs 2021-22 175.00 Lacs 2022-23 175.00 Lacs	2020-21 127.65 Lacs 2021-22 150.00 Lacs 2022-23 150.00 Lacs
Job profile and his suitability	<p>Mr. Umesh Talwar is responsible for day to day management and administration of the Company's operations subject to the superintendence, direction and control of the Board.</p>	<p>Mr. Anuj Talwar is responsible for coordinating with Joint Venture Companies, particularly Magneti Marelli Talbros Chassis Systems Private Limited and Talbros Marugo Rubber Private Limited as well as new business developments.</p>
Remuneration proposed	<p>As set out in the explanatory statement for resolution at item no. 5 and 6 of this Notice. The remuneration to VCMD and JMD has been approved by the Nomination and Remuneration Committee & Board of Directors in the meetings held on February 03, 2023.</p>	
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	<p>In view of the size of the Company, the qualification and experience of Mr. Umesh Talwar and Mr. Anuj Talwar and the profile being handled by them, the remuneration as mentioned above is on the lower side as compared to the remuneration being paid to managerial positions in other Companies in the industry.</p>	
Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any	<p>Besides, the remuneration proposed, Mr. Umesh Talwar does not have any other pecuniary relationship with the Company. However Mr. Umesh Talwar is related to Mr. Naresh Talwar being his brother and to Mr. Anuj Talwar being his father.</p>	<p>Besides the remuneration proposed, Mr. Anuj Talwar does not have any other pecuniary relationship with the Company. However Mr. Anuj Talwar is related to Mr. Umesh Talwar being his son.</p>

Notice (Contd.)

III. Other information:

Reasons for loss or inadequate profits	There are no losses and the Company does not envisage any loss or inadequate profits during the tenure of appointment of Mr. Umesh Talwar and Mr. Anuj Talwar. However, approval of the members by way of Special Resolution is sought as a matter of abundant caution in order to ensure continuity in payment of remuneration to the Whole time directors irrespective of the unforeseen volatility in operations/profitability and also as per the requirements of Section II of Part II of Schedule V to the Companies Act, 2013.
Steps taken or proposed to be taken for improvement	The management makes continuous endeavors and efforts to bring an increase in the productivity and profitability. These efforts, inter alia include the following: <ul style="list-style-type: none"> • The Company is exploring new markets/buyers in the international markets to increase export sales. • The Company is concentrating on the replacement market sale and has introduced new marketing strategies to it further. • The Company has taken various initiatives to save on the cost so as to improve the profit margin. • The Company is ready to deliver BS-VI compliant products.
Expected increase in productivity and profits in measurable terms	With the transition from BS-IV to BS-VI emission norms, the management hopes that the momentum of growth would be in double digits. However, the actual results may differ due to factors like changes in Government regulations, tax laws, economic developments within and outside the country and other related factors.

IV. DISCLOSURES

<p>i. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors;</p> <p>ii. Details of fixed component and performance linked incentives along with the performance criteria</p> <p>iii. Service contracts, notice period, severance fees;</p> <p>iv. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.</p>	All the required disclosures have been made in the Corporate Governance Report section and form a part of the 66 th Annual Report for the financial year ended March 31, 2023.
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ITEM NO. 7

Mrs. Priyanka Gulati (DIN: 07087707) was appointed as an Independent Director of the Company for a term of 5 years and she holds office up to September 24, 2023.

The Company has received a declaration from Mrs. Priyanka Gulati confirming that she meets the criteria of independence as provided under Section 149(6) of the Act and under Regulation 16(1) (b) of the SEBI (Listing Regulations).

Notice (Contd.)

The Nomination and Remuneration Committee on the basis of the report of performance evaluation and other factors, has recommended her re-appointment as an Independent Director for a second term of five years, subject to approval of the shareholders as she fulfills the conditions specified in the Act and Listing Regulations for the appointment as an Independent Director and is independent of management.

The Board considers that the diverse and rich experience of Mrs. Priyanka Gulati would help the Company to achieve its objective of maximising shareholder worth and would be of immense benefit to the Company.

During her tenure of appointment she would not be liable to retire by rotation as provided under Section 152 (6) of the Act.

Mrs. Priyanka Gulati will not be entitled to receive remuneration except Sitting Fees as approved by the Board of Directors in addition to reimbursement of expenses incurred for participation in Board and Committee Meetings.

Electronic Copy of the Letter of Appointment of Mrs. Priyanka Gulati setting out terms and conditions shall be available in the Board of Directors and its Committees under Investors section of the website of the Company at www.talbro.com.

The Explanatory Statement may also be regarded as a disclosure under SEBI (Listing obligations and Disclosures Requirements) Regulations, 2015.

Additional information in respect of Mrs. Priyanka Gulati pursuant to Regulation 36 of SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) along with brief profile of Mrs. Priyanka Gulati is provided in **Annexure I** to the Notice.

Mrs. Priyanka Gulati does not hold any shares in the Company.

Accordingly, the Board recommends the Special Resolution at item no. 7 in relation to re-appointment of Mrs. Priyanka Gulati for a second term of 5 years from September 25, 2023 to September 24, 2028.

None of the Directors/Key Managerial Personnel of the Company/ their relatives, except Mrs. Priyanka Gulati, is concerned or interested, financially or otherwise, in the special resolution set out at Item No. 7.

ITEM NO. 8

QH Talbros Private Limited (QHT) is an associate company and is a related party as per provisions of Section 188 of the Companies Act, 2013 and the Rules made thereunder.

Both Talbros Automotive Components Limited (TACL) and QHT are engaged in the business of manufacturing of auto parts. TACL has been supplying Auto Parts, Gaskets and Forgings etc. to QHT to meet its customer demands for the past several years in ordinary course of business.

Members of the Company at their 64th Annual General Meeting held on September 27, 2021 had approved the Agreement for Sale/purchase of Company's products to/from QHT for a period of three years from April 01, 2022 to March 31, 2025.

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 01, 2022, states that all Material Related Party Transaction ('RPT') shall require approval of shareholders by means of an Ordinary Resolution and RPTs approved in an AGM shall be valid upto the date of the next AGM.

Accordingly, the Resolution mentioned at Item no. 8 of the accompanying Notice is for the approval of the members for carrying out/ continuing with contracts/arrangements/ transactions with QHT for Sale/Purchase of Company's products including but not limited to Gaskets, Forgings and other Auto Parts upto maximum amount of ₹ 95.00 Crores, exclusive of applicable taxes, during FY 2023-24.

Basis the review and approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 8 of the accompanying Notice to the shareholders for approval.

Notice (Contd.)

Information/ details of the proposed transactions, pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are given hereunder:

Sl. No.	Description	Details
a)	Name of the related party	QH Talbros Private Limited (QHT)
b)	Nature of relationship	QHT is an Associate Company of Talbros Automotive Components Limited (TACL). QHT and TACL are related parties.
c)	Nature and material terms of the proposed transaction	Sale/ Purchase of Company's products to/ from QHT including but not limited to Gaskets, Forgings and other auto parts. Pricing will be done as per the business standards of the Company.
d)	Value of the transaction	Maximum upto ₹ 95.00 Crores exclusive of applicable taxes
e)	Tenure of the transaction	Financial Year 2023-24
f)	Percentage value of proposed transactions of Company's annual consolidated turnover considering 2022-23 as the immediately preceding financial year	12.86% approx. (Actual percentage of transactions carried out in FY 2022-23 is 10.25%)
g)	Justification as to why the related party transaction is in the interest of the Company	Both QHT and TACL are engaged in business of manufacturing of auto parts. QHT takes products from TACL and after processing / machining/ assembly sells the same to its customers. The Sale/purchase is done in ordinary course of business and at arm's length pricing. The transactions help the Companies to meet their customer demands and generation of revenue and business for both the Companies.
h)	Name of the Director/ KMP who is concerned/ interested	Mr. Naresh Talwar, Mr. Umesh Talwar, Mr. Vidur Talwar, Mr. Varun Talwar and Mr. Anuj Talwar are concerned/ interested being common Directors of both the Companies. No other Directors/Key Managerial Personnel and their relatives are in any way concerned or interested.
i)	Details of valuation or other external party report, if such report has been relied upon	Not Applicable
j)	Any other information that may be relevant	None

ITEM NO. 9

To achieve economies of scale and better utilisation of resources, approval of the members was taken in the 64th AGM for entering into an agreement with TIPL to sell Company's products in aftermarket for a period of 3 years from April 01, 2021 to March 31, 2024. The arrangement enables TACL to focus on sale of products to OEMs, Export Market and to channelise its synergies in increasing its product range and customers. TIPL became one customer for all the aftermarket sales in place of multiple distributors in the replacement market. The arrangement helps in optimisation of available existing manpower & resources and in overall improvement of margins of the Company.

Talbros Indiparts Private Limited (TIPL) is a related party as per provisions of Section 188 of the Companies Act, 2013 and the rules made thereunder.

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 01, 2022, states that all Material Related Party Transactions ('RPT's') shall require approval of shareholders by means of an Ordinary Resolution and RPTs approved in an AGM shall be valid upto the date of the next AGM.

Notice (Contd.)

The Resolution mentioned at Item no. 9 of the accompanying Notice is for the renewal of agreement with TIPL for sale of Company's products in the aftermarket for a period of three years from April 01, 2024 to March 31, 2027 and for carrying out/ continuing with contracts/arrangements/transactions upto maximum value aggregating to ₹ 60.00 Crores in one the financial year exclusive of applicable taxes and also for seeking shareholders' approval for the said transactions upto maximum value of ₹ 60 Crores, during the financial year 2023-24

Your Directors recommend the Ordinary Resolution at Item No. 9 of the Notice for the approval of the Members to meet the statutory compliance.

Mr. Navin Juneja being common Director of both the companies may be deemed interested in the proposed resolution.

No other Directors/ Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution set out at Item No. 9.

Information/ details of the proposed transactions, pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are given hereunder:

Sl. No.	Description	Details
a)	Name of the related party	Talbros Indiparts Private Limited (TIPL)
b)	Nature of relationship	TIPL is an Associate Company of Talbros Automotive Components Limited (TACL). TIPL and TACL are related parties as per provisions of Section 188 of the Companies Act, 2013.
c)	Nature and material terms of the proposed transaction	Sale of Company's products in the aftermarket to bring optimisation of manpower and resources. Pricing will be done as per the business standards of the Company.
d)	Value of the transaction	Maximum upto ₹ 60.00 Crores, exclusive of applicable taxes
e)	Tenure of the transaction	Financial Year 2023-24
f)	Percentage value of proposed transactions of Company's annual consolidated turnover considering 2022-23 as the immediately preceding financial year	8.12% approx. (Actual percentage of transactions carried out in FY 2022-23 is 5.59%)
g)	Justification as to why the related party transaction is in the interest of the Company	The agreement will enable TACL to focus on sale of products to OEMs, Export Market and to channelise its synergies in increasing its product range and customers. TIPL will be one customer for all the aftermarket sales in place of multiple distributors in the replacement market. The agreement will bring in optimisation of available existing manpower & resources and will help in overall improvement of margins of the Company.
h)	Name of the Director/ KMP who is concerned/ interested	Mr. Navin Juneja is common Director of both the Companies. No other Directors/Key Managerial Personnel and their relatives are in any way concerned or interested.
i)	Details of valuation or other external party report, if such report has been relied upon	Not Applicable
j)	Any other information that may be relevant	None

Notice (Contd.)

ITEM NO. 10

The Board, on the recommendation of Audit committee, has approved the re-appointment of M/s. Vijender Sharma & Co., Cost Accountants (Firm Registration No. 00180) as Cost Auditor of the Company to audit the cost records maintained by the Company for the financial year ending March 31, 2024. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item no. 10 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2024.

None of the Directors/Key Managerial Personnel of the Company/their relatives is concerned or interested, whether financially or otherwise, in the resolution set out at Item no. 10.

The Board recommends the Ordinary Resolution at Item No. 10 for approval by the members.

ITEM NO. 11 AND 12

With a view to enhance liquidity of the Company's equity shares and to encourage participation of small investors by making equity shares of the Company more attractive to invest, the Board of Directors of the Company in their meeting held on August 08, 2023 considered and approved, the sub-division/split of the existing equity shares of the Company such that 1 (One) equity share having face value of ₹ 10/- (Rupees Ten only) each fully paid-up be sub-divided/split into 5 (Five) equity shares having face value of ₹ 2/- (Rupees Two only) each fully paid up, ranking pari-passu with each other in all respects with effect from the Record Date: The Record Date for the sub-division/split of existing equity shares shall be decided by the Board post approval of the shareholders and will be intimated to the Exchanges in due course.

The sub-division/split of equity shares of the Company as aforesaid would require consequential alteration to the

existing Capital Clause i.e. Clause 5 of the Memorandum of Association ("MOA") of the Company.

- There will not be any change in the amount of authorised, subscribed, issued and paid-up share capital of the Company on account of sub-division/split of equity shares.
- Such sub-division/split shall not be construed as reduction in share capital of the Company i.e. in compliance of the applicable provisions of the Companies Act, 2013 ("Act") and other applicable regulations/ provisions in this regard.

Draft copy of the revised MOA of the Company (with proposed changes) is available on website of the Company for inspection by the Members upto the last date of remote e-voting.

In terms of the provisions of Sections 13 and 61 of the Companies Act, approval of the Members of the Company is sought by way of ordinary resolution for sub-division/split of equity shares and by Special resolution for consequential alteration to Capital Clause (Clause 5) of MOA of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise in the resolutions except to the extent of their shareholding, if any, in the Company. The Board of Directors of the Company recommends the resolutions set out at item nos. 11 for sub-division/split of equity shares of the Company & Item no. 12 for approval of Alteration of Capital Clause 5 of the Memorandum of Association of the Company for approval of the Members.

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

Sd/-

**Seema Narang
Company Secretary**

Place: Gurugram
Date: August 08, 2023

Notice (Contd.)

ANNEXURE -1 TO NOTICE OF 66TH AGM

Details of Directors seeking Appointment/Re-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	Mr. Umesh Talwar	Mr. Anuj Talwar	Mr. Navin Juneja	Mrs. Priyanka Gulati
Age / Date of Birth	72 years / September 29, 1950	42 years / December 19, 1980	65 years / September 30, 1957	46 years/ December 17, 1977
Nationality	Indian	Indian	Indian	Indian
Qualifications	B.Com (Hons.) from Hindu College, Delhi University and MBA from XLRI, Jamshedpur.	Bachelor in Business Administration from College of William & Mary, Virginia, USA and Master of Business Administration from Boston University Graduate School of Management.	B.Sc. (Hons.) (Mathematics) & Chartered Accountant (FCA).	Chartered Accountant
Expertise in specific functional areas	Over 46 years of varied experience in Automotive Components Industry.	Over 18 years of rich experience in Corporate Finance, Credit analysis and Auto Industry.	Advises various companies on financial management and corporate planning. More than 37 years of rich experience in Finance, Accounting and Strategic Planning.	23 years of rich experience in management consulting and entrepreneurship
Brief Profile	<p>He has rich experience in the automotive components industry. He has been associated with the Company since 1977.</p> <p>Mr. Umesh Talwar is one of the Promoters of the Company and has been managing the affairs of the Company as its Vice Chairman & Managing Director (VCMD) since 2000.</p>	<p>He has over 18 years of rich experience in the Corporate Finance, Credit analysis and Auto Industry.</p> <p>He has been associated with the Company since 2008</p>	<p>He advises company on financial management and corporate planning. He has more than 36 years of rich experience in Finance, Accounting and Strategic Planning.</p>	
Date of Appointment	April 01, 2012	August 14, 2012	November 12, 2010	May 25, 2018 (first term)

Notice (Contd.)

Name of the Director	Mr. Umesh Talwar	Mr. Anuj Talwar	Mr. Navin Juneja	Mrs. Priyanka Gulati
Relationship with other Directors inter-se and Key Managerial Personnel	Mr. Umesh Talwar is the Brother of Mr. Naresh Talwar and Father of Mr. Anuj Talwar.	Mr. Anuj Talwar is the son of Mr. Umesh Talwar.	NA	N.A.
Shareholding in Talbros Automotive Components Limited	1,87,510	3,75,018	1,953	-
List of Directorships held in other Companies (excluding foreign companies)	1. QH Talbros Private Limited	1. QH Talbros Private Limited 2. Talbros Marugo Rubber Private Limited 3. Marelli Talbros Chassis Systems Private Limited 4. Talbros International Private Limited 5. T & T Motors Private Limited 6. Nippon Leakless Talbros Private Limited	1. Beacon Sales Private Limited 2. Talbros Indiparts Private Limited 3. TANDT Multi Trading Private Limited 4. Talbros International Private Limited	1. Manthan Management Solutions Private Limited 2. Krishna Ishizaki Auto Limited 3. SGS Tekniks Manufacturing Private Limited 4. Grant Thornton Bharat LLP
List of Committees of Board of Directors across all companies in which Chairmanship/ Membership is held (only Audit Committee and Stakeholders' Relationship Committee considered)	Talbros Automotive Components Limited Corporate Social Responsibility (CSR) Committee	Talbros Automotive Components Limited Stakeholder's Relationship Committee	Talbros Automotive Components Limited Corporate Social Responsibility (CSR) Committee Stakeholder's Relationship Committee Audit Committee	Talbros Automotive Components Limited Audit Committee
Number of Board Meetings attended during the year	5	5	5	5