



Talbro's Automotive  
Components Ltd.

www.talbro's.com

30<sup>th</sup> August, 2025

Listing Department <b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001  Scrip Code: 505160	Listing Department <b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot No. C-1, G Block Bandra Kurla Complex, Bandra (East) Mumbai – 400 051  Symbol: TALBROAUTO
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Sub: Notice of 68<sup>th</sup> 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 **68<sup>th</sup> Annual General Meeting (“AGM”)** of the Company scheduled to be held on **Thursday, 25<sup>th</sup> September, 2025 at 12.30 P.M. (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”). The said Notice also forms part of the Annual Report of the Company for the financial year 2024-25.

The Notice convening 68<sup>th</sup> AGM is also available on the Company's website at <https://www.talbro's.com/>

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, HaryanaTel No.: 0129- 4960482, Website: [www.talbros.com](http://www.talbros.com), Email: [seema\\_narang@talbros.com](mailto:seema_narang@talbros.com)**NOTICE**

**NOTICE** is hereby given that the **68<sup>th</sup> Annual General Meeting (AGM)** of the members of Talbros Automotive Components Limited will be held on **Thursday September 25, 2025 at 12:30 p.m.** through **video conferencing/ other audio visual means (VC/OAVM)** to transact the following business:

**ORDINARY BUSINESS:**

- To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Statutory Auditors thereon.**

To consider and, if thought fit, 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, 2025 including the Balance Sheet as at March 31, 2025, 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.”

- To confirm payment of Interim Dividend @ 10% i.e. ₹0.20p per equity share for the Financial Year ended on March 31, 2025.**

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** the Interim Dividend @ 10 % i.e. ₹0.20p per fully paid-up equity share of ₹ 2/- each of the Company for the financial year 2024-25, as approved by the Board of Directors at their meeting held on November 14, 2024 and already paid to the shareholders, be and is hereby noted and confirmed.”

- To declare Final Dividend @ 25% i.e. ₹ 0.50p per fully paid-up equity share for the Financial Year ended on March 31, 2025.**

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** Final Dividend @ 25% i.e. ₹ 0.50p per fully paid-up equity share of ₹ 2/- each, of the Company for the financial year 2024-25 as recommended by the Board of Directors, be and is hereby declared and the same be paid out of the profits of the Company to the members whose names appear in the Register of member/Beneficial owners as on September 12, 2025.”

- To appoint a Director in place of Mr. Varun Talwar (DIN: 00263984) who retires by rotation and being eligible, offers himself for re-appointment.**

To consider and, if thought fit, 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. Varun Talwar (DIN: 00263984) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

- To appoint a Director in place of Mr. Anuj Talwar (DIN: 00628063) who retires by rotation and being eligible, offers himself for re-appointment.**

To consider and, if thought fit, 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. Anuj Talwar (DIN: 00628063) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**SPECIAL BUSINESS:**

- 6. To consider and approve re-appointment of Mr. Tarun Singhal (DIN: 07056960) as an Independent Director of the Company for a second term of five consecutive years w.e.f. September 25, 2025.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time and on the basis of the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Tarun Singhal (DIN: 07056960), who was appointed as an Independent Director at the 63<sup>rd</sup> AGM of the Company for a term of five years and who holds office up to September 24, 2025 and who is eligible for re-appointment and who meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 along with the Rules framed thereunder and who has submitted a declaration to that effect, and in respect of whom the Company has received a notice in writing from a member of the Company under Section 160 of the Act and is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from September 25, 2025 up to September 24, 2030.

**RESOLVED FURTHER THAT** Mr. Tarun Singhal shall continue to hold office of an Independent Director as soon as he is reappointed and such reappointment as Director shall not be deemed to constitute a break in his appointment as an Independent Director.

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and are hereby severally authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

- 7. To consider and approve the material related party transactions with M/s. QH Talbros Private Limited for Sale/Purchase of Company’s products during the Financial Year 2025-26.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and Regulations 2(1)(zc), 23(4) 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), the Company’s Policy on Related Party Transactions and based on the recommendation of the Audit Committee, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Material Related Party transaction(s) and/or carrying out and/or continuing with contracts/arrangements/transactions with M/s QH Talbros Private Limited (QHT), a related party, for Sale/Purchase of Company’s products including but not limited to Forgings and other Auto Parts upto maximum amount of ₹ 95.00 Crores exclusive of applicable taxes, during the financial year 2025-26 and the transaction with QHT upto the date of this AGM be and are hereby ratified.

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and are hereby severally authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

- 8. To consider and approve the appointment of Kiran Sharma & Co., Practicing Company Secretaries as Secretarial Auditor of the Company for a term of five consecutive years.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions of Act, 2013, if any, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Notice (Contd.)

Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendations of the Audit Committee and the Board of Directors of the Company, Kiran Sharma & Co., Practicing Company Secretaries (CP No. 3116 and Peer Review No. 1236/2021) be and are hereby appointed as Secretarial Auditor of the Company for a term of 5 (Five) years, from Financial Year 2025-26 to Financial Year 2029-30, at such remuneration as may be mutually agreed between the Secretarial Auditor and Board of Directors of the Company.

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be considered necessary, proper and expedient for the purpose of giving effect to this resolution.”

**9. To ratify the remuneration of Cost Auditors.**

To consider and if thought fit, to pass 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, 2026 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** any one of the Directors or Company Secretary of the Company be and are hereby severally authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

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

Place: Gurugram  
Date: May 26, 2025

**Sd/-  
Seema Narang  
Company Secretary**

## 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. **Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 03, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.**

**Registered Office of the Company at 14/1, Delhi-Mathura Road, P.O. Amar Nagar, Faridabad-121003, Haryana shall be deemed to be the venue for the AGM.**

3. **SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/ OAVM FACILITY, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS 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 68TH AGM.**

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 pursuant to section 113 of the Companies Act, 2013 on [evoting@nsdl.com](mailto:evoting@nsdl.com) and [seema\\_narang@talbros.com](mailto:seema_narang@talbros.com).

4. The Company has engaged National Securities Depositories Limited ("NSDL") for facilitating voting through electronic means (remote e-voting), providing facility of participation in the 68<sup>th</sup> AGM through VC/OAVM and e-voting during the 68<sup>th</sup> AGM. The instructions for participation by Members are given in the subsequent paragraphs.

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.nsdl.com](http://www.evoting.nsdl.com) under the 'Downloads Section'. You can also contact NSDL at 022 - 4886 7000 or Ms. Pallavi Mhatre, Senior Manager NSDL, at designated e-mail IDs: [evoting@nsdl.com](mailto:evoting@nsdl.com), who will address the grievances related to electronic voting.

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 the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. 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. In accordance with the aforesaid MCA Circulars, the Notice of the AGM along with the 68<sup>th</sup> Annual Report of the Company is 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 68<sup>th</sup> Annual Report to only those Members who request the same at [seema\\_narang@talbros.com](mailto:seema_narang@talbros.com) mentioning their Folio No. / DP ID and Client ID.

## Notice (Contd.)

Also, pursuant to Regulation 36(1)(b), a letter providing the web-link for accessing the Annual Report, including the exact path, will be sent to those shareholders who have not registered their e-mail address with the Company/ RTA/ Depository Participants.

7. **Members may also note that the Notice of the 68<sup>th</sup> AGM and the Annual Report for financial year 2024-25 are available on the website of the Company [www.talbros.com](http://www.talbros.com), websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com)**
8. **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](mailto:seema_narang@talbros.com) at least ten (10) days before the AGM.**
9. **The Notice of AGM and Annual Report will be sent to those Members / beneficial owners whose name will appear in the Register of Members / list of beneficiaries received from the Depositories/RTA as on Friday, August 22, 2025.**
10. Dividend on Equity Shares, as recommended by the Board of Directors, if approved at the AGM, will be payable to those Members whose names appear in the Register of Members of the Company, as at the close of **Friday, September 12, 2025 (the Record Date)** as per the beneficial ownership data to be furnished by NSDL/ CDSL/RTA for the purpose and in respect of shares held in physical form after giving effect to all valid shares transfers/ transmission(s), which are lodged with the Company / RTA before the record date.
11. 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 the financial year does not exceed ₹ 10,000/-.

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. Form15H.pdf (kfintech.com)

**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) [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

## Notice (Contd.)

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) and should send the aforementioned documents through e-mail to einward.ris@kfintech.com and rajeev.kr@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.

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.

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

- NIL for resident members receiving dividend up to ₹ 10,000/- 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.

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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.

## Notice (Contd.)

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.

- 12.** SEBI, through Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated December 28, 2023, has established a common Online Dispute Resolution (ODR) Portal for resolution of disputes arising in the Indian Securities Market through Online Conciliation, Mediation or Arbitration, which is in addition to the existing SCORES 2.0 portal which can be utilised by the investors and the Company for dispute resolution.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

- 13.** Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, etc. In view of this as also to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode.

- 14. 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:

- 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](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> and on Company's website at <https://www.talbros.com/>

## Notice (Contd.)

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

<b>Company Address:</b>	<b>RTA Address:</b>
Company Secretary & Compliance Officer Talbros Automotive Components Ltd. 14/1, Delhi Mathura Road, Faridabad –121003 Tel: +91-129- 4960456/4960482 Email: <a href="mailto:seema_narang@talbros.com">seema_narang@talbros.com</a>	<b>M/s KFIN Technologies Ltd.,</b> Unit: Talbros Automotive Components Ltd., Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally Hyderabad 500032, India Email: <a href="mailto:rajeev.kr@kfintech.com">rajeev.kr@kfintech.com</a>

15. 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.
16. 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.
17. Members may please note that the unclaimed dividend in respect of the financial year 2017-18 must be claimed by the concerned members on or before **September 15, 2025**, 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.
18. 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](http://www.talbros.com) to ascertain such details.
- 19. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING 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 **Thursday, September 18, 2025**. 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 scrutiniser to scrutinise the remote e-voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.
- e) The Scrutiniser 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 Scrutiniser'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 Scrutiniser's Report will be published on the website of the Company

Notice (Contd.)

at [www.talbro.com](http://www.talbro.com) and on the website of NSDL at [www.evoting.nsdl.com](http://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:

<b>Commencement of e-voting</b>	Monday, September 22, 2025 at 9:00 A.M.(IST)
<b>End of e-voting</b>	Wednesday, September 24, 2025 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.

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"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>5. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>
	<p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>

Notice (Contd.)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
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.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

**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	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

## Notice (Contd.)

### 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***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
  - (i) 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'.

- (ii) 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:
  - a) 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at

## Notice (Contd.)

[evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. 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?**

1. 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.
2. 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”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **Process for those shareholders whose email 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:**

1. 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 scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [seema\\_narang@talbros.com](mailto: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 Aadhar Card) to [seema\\_narang@talbros.com](mailto:seema_narang@talbros.com). If you are an Individual shareholders 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.com](mailto:evoting@nsdl.com) 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.

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

## Notice (Contd.)

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. 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 Join 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.
2. 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.
3. The procedure for e-Voting on the day of the AGM is same as the instructions for remote e-voting mentioned below.
4. 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.

5. 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](mailto:seema_narang@talbros.com). by **Tuesday, September 16, 2025** (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 meeting. The Company reserves the right to restrict the number of questions and speakers depending upon the availability of time at the AGM.

6. 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.nsdl.com](http://www.evoting.nsdl.com) under the 'Downloads Section'. You can also contact NSDL at 022 – 4886 7000 or Ms. Pallavi Mhatre, Senior Manager, NSDL, at designated e-mail IDs: [evoting@nsdl.com](mailto:evoting@nsdl.com) who will address the grievances related to electronic voting.

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

Place: Gurugram  
Date: May 26, 2025

**Sd/-  
Seema Narang  
Company Secretary**

## Notice (Contd.)

**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. 6 to 9 of the accompanying Notice dated May 26, 2025.**

**Item No. 6**

Mr. Tarun Singhal (DIN: 07056960) was appointed as an Independent Director at the 63<sup>rd</sup> AGM of the Company for a term of five years and holds office up to September 24, 2025.

The Board, based on the satisfactory performance evaluation considers that given his background, rich experience and contributions, the continued association of Mr. Tarun Singhal would help the Company to achieve its objective of maximising shareholder worth and would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director on the Board of the Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Tarun Singhal (DIN: 07056960) as an Independent Director, not liable to retire by rotation, for a second term of five consecutive years with effect from September 25, 2025 up to September 24, 2030.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. Mr. Tarun Singhal is not debarred from holding the office of Director pursuant to any SEBI Order or any other such authority.

The terms and conditions of his appointment shall be available, electronically, for inspection by the members and also at the Registered Office of the Company during normal business hours on any working day till the conclusion of the AGM. Electronic copy of the draft Letter of Appointment of Mr. Tarun Singhal setting out terms and conditions shall be available in the heading - Board of Directors and its Committees under Investors section of the website of the Company at [www.talbro.com](http://www.talbro.com).

Mr. Tarun Singhal will not be entitled to receive remuneration except Sitting Fee for attending the Board and Committee meetings, as approved by the Board of Directors in addition to reimbursement of expenses incurred for participation in Board and Committee Meetings, if any.

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

The details as stipulated under Regulation 36(3) of Listing Regulations and Secretarial Standards-2 along with brief profile of Mr. Tarun Singhal are mentioned in Annexure I to this Explanatory Statement.

Mr. Tarun Singhal does not hold any shares in the Company.

Except Mr. Tarun Singhal, being an appointee, none of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6.

Your Directors recommend the resolution at Item No.6 of the accompanying Notice for approval of the members as a Special Resolution.

**Item No.7**

QH Talbros Private Limited (QHT) is an associate company and is a related party as per the provisions of Section 188 of the Companies Act, 2013, the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

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

Members of the Company at their 67<sup>th</sup> Annual General Meeting held on September 25, 2024 had approved the Agreement for Sale/purchase of Company's products to/from QHT for a period of three years from April 01, 2025 to March 31, 2028.

Regulation 23 of the SEBI Listing Regulations inter alia states that all Material Related Party Transactions ("RPTs") shall require prior approval of shareholders by means of an Ordinary Resolution even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis and RPTs approved in an AGM shall be valid upto the date of the next AGM. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 Crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

## Notice (Contd.)

In view of the above, resolution mentioned at Item no. 7 of the accompanying Notice for carrying out/ continuing with contracts/ arrangements/ transactions with QHT for Sale/ Purchase of Company's products including but not limited to Forgings and other Auto Parts upto maximum amount of ₹ 95.00 Crores, exclusive of applicable taxes, during 2025-26 and for ratification of transaction in current Financial Year upto the date of the 68<sup>th</sup> AGM, is placed for approval by the members of the Company.

The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all

necessary information, has granted its approval for entering into the below mentioned RPTs, subject to approval by the Members at the ensuing Annual General Meeting. The Audit Committee noted that the said transaction(s) are at an arm's length pricing basis and in ordinary course of business of the Company.

Details of the proposed RPTs of the Company with QHT, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sl. No.	Description	Details of proposed RPTs of the Company with QHT
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a)	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	QH Talbros Private Limited (QHT) QHT is an Associate Company of Talbros Automotive Components Limited (TACL). QHT and TACL are related parties.
b)	Type, material terms, tenure, monetary value and particulars of the proposed RPTs	The Company and QHTL have entered into / propose to enter into the transactions for Sale/ Purchase of Company's products to/ from QHT including but not limited to Forgings and other auto parts for an aggregate amount of up to ₹ 95.00 Crores exclusive of applicable taxes during the financial year 2025-26.
c)	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	11.25% approx.
2.	Justification for the proposed RPTs	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.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary:	
a)	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary:	Not Applicable
b)	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:  - Nature of indebtedness - Cost of funds and - Tenure	Not Applicable

## Notice (Contd.)

Sl. No.	Description	Details of proposed RPTs of the Company with QHT
c)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
d)	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle
5.	Name of the Director or Key Managerial Personnel (KMP) who is related, if any and the nature of their relationship	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. Their interest or concern or that of their relatives, are limited only to the extent of their holding directorship / KMP position in the Company and QHT No other Directors/ Key Managerial Personnel and their relatives are in any way concerned or interested.
6.	Any other information that may be relevant	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 7 of the Notice.

Basis the review and approval of the Audit Committee, the Board of Directors recommends the resolution contained in Item No. 7 of the accompanying Notice to the shareholders for approval as an Ordinary Resolution.

**Item No. 8**

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), every listed company is required to annex Secretarial Audit Report issued by a Practicing Company Secretary to its Board's report prepared under Section 134(3) of the Act.

SEBI vide its notification dated December 12, 2024, amended the SEBI (LODR) Regulations. As per the amended Listing Regulations, on the basis of recommendation of the Board of Directors, a listed entity shall appoint Secretarial Auditor for a term of five consecutive years, subject to approval of the shareholders in the AGM. Further, such a Secretarial Auditor must be a peer-reviewed company secretary and should not have incurred any of the disqualifications as specified by SEBI.

Kiran Sharma & Co., have 30 years of experience in carrying out Secretarial Audit and providing other services related to corporate laws They have confirmed their compliance with the ICSI's peer review process and hold valid Peer Review Certificate No. 1236/2021 issued by the ICSI. They have consented to act as the Secretarial Auditors of the Company and have confirmed that such appointment would comply with ICSI's prescribed limits.

They have confirmed their eligibility and independence under Regulation 24A of Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 and other relevant applicable SEBI Circulars issued in this regard, the Companies Act, 2013, the Companies Secretaries Act, 1980, and Rules and Regulations made thereunder. Kiran Sharma & Co., have submitted the requisite declaration stating that they have not provided any prohibited non-secretarial services to the Company.

## Notice (Contd.)

The Management evaluated the background, expertise and past performance of Kiran Sharma & Co., as the Secretarial Auditors of the Company and apprised the Audit Committee members on the evaluation of the same.

The Audit Committee and the Board of Directors, at their respective meetings held on May 26, 2025, have considered the proposal. In compliance with the aforesaid provisions, on the recommendation of the Audit Committee, the Board of Directors recommends the appointment of Kiran Sharma & Co., (CP No.: 3116 & Peer Review Certificate No.: 1236/2021) as the Secretarial Auditors for a term of five (5) years from Financial Year 2025-26 to Financial Year 2029-30 for conducting secretarial audit of the Company.

Besides the secretarial audit services, the Company may also obtain certifications from Kiran Sharma & Co., under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

The proposed remuneration to be paid to Kiran Sharma & Co., for the secretarial audit services is ₹ 40,000/- (Rupees Forty Thousand only) exclusive of applicable taxes in connection with the secretarial audit for Financial Year 2025-26 and reimbursement of out of pocket expenses, if any.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the agenda as set out at Item No. 8 of the Notice.

The Board of Directors recommends the resolution set forth in Item No. 8 for approval of the Members as an Ordinary Resolution.

### Item no. 9

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 the Cost Auditor of the Company to audit the cost records maintained by the Company for the financial year 2025-26.

M/s. Vijender Sharma & Co., Cost Accountants (Firm Registration No. 00180) have confirmed that they hold a valid certificate of practice under Sub-section (1) of Section 6 of the Cost and Works Accountants Act, 1959 and have given their consent to conduct Cost Audit for the financial year 2025-26.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 1,75,000/- (Rupees One Lac Seventy Five Thousand Only) exclusive of applicable taxes thereon and reimbursement of out of pocket expenses on actual basis incurred in connection 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 ratification of remuneration payable to the Cost Auditors for the financial year 2025-26.

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. 9.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the accompanying Notice for the approval by members of the Company.

**By Order of the Board  
For Talbro's Automotive Components Limited**

Place: Gurugram  
Date: May 26, 2025

**Sd/-  
Seema Narang  
Company Secretary**

## Notice (Contd.)

**ANNEXURE- 1 TO NOTICE OF 68<sup>TH</sup> 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:**

<b>Name of the Director</b>	<b>Mr. Varun Talwar</b>	<b>Mr. Anuj Talwar</b>	<b>Mr. Tarun Singhal</b>
DIN	00263984	00628063	07056960
Age / Date of Birth	56 years / June 20, 1969	44 years / December 19, 1980	68 years / August 21, 1957
Nationality	Indian	Indian	Indian
Qualifications	BS in Business Administration	Bachelor in Business Administration from College of William & Mary, Virginia, USA and Master of Business Administration from Boston University Graduate School of Management	B. Tech.(E.E.)- Indian Institute of Technology, Kanpur
Expertise in specific functional areas	Business Management, Leadership, Finance and Indepth knowledge of Automobile Industry.	Business Management, Strategic Leadership, Finance and extensive knowledge of operations and technology of Automobile Industry.	Extensive knowledge of automotive industry.
Brief Profile	He has worked overseas with Stoffel Seals Corporation, a New York based Company besides American Express Bank, New York. He has more than 25 years of rich experience in the IT Sector, Auto Components and Health Care Industry.  He has been associated with the Company since 2006.	He has over 20 years of rich experience in the Corporate Finance, Credit analysis and Auto Industry.  He has been associated with the Company since 2008	Mr. Tarun Singhal is a retired Top level executive with 41+ years' experience including 22+ years in the automotive industry in India and abroad. He is also an Independent consultant to the Auto Industry.
Date of first Appointment	August 14, 2008	August 14, 2012	January 02, 2019
Relationship with other Directors inter-se and Key Managerial Personnel	Mr. Varun Talwar is the son of Mr. Naresh Talwar and brother of Mr. Vidur Talwar.	Mr. Anuj Talwar is the son of Mr. Umesh Talwar	NA
No. of shares held in the Company	1406320	1875090	NIL
Name of listed entities from which the person has resigned in the past three years	NIL	NIL	NIL

Notice (Contd.)

<b>Name of the Director</b>	<b>Mr. Varun Talwar</b>	<b>Mr. Anuj Talwar</b>	<b>Mr. Tarun Singhal</b>
Terms & conditions of appointment/ re-appointment	In terms of the provision of Section 152(6) of the Act, Mr. Varun Talwar is liable to retire by rotation at the ensuing Annual General Meeting.	In terms of the provision of Section 152(6) of the Act, Mr. Anuj Talwar is liable to retire by rotation at the ensuing Annual General Meeting.	Re-appointment as a Non-Executive, Independent Director
List of Directorships held in other Companies (excluding foreign companies)	<ol style="list-style-type: none"> <li>1. QH Talbros Private Limited</li> <li>2. Talbros Marugo Rubber Private Limited</li> <li>3. Marelli Talbros Chassis Systems Private Limited</li> <li>4. T&amp;T Motors Private Limited</li> <li>5. Talbros International Private Limited</li> <li>6. Pooja Talwar Development &amp; Enrichment Centers Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. QH Talbros Private Limited</li> <li>2. Talbros Marugo Rubber Private Limited</li> <li>3. Marelli Talbros Chassis Systems Private Limited</li> <li>4. Talbros International Private Limited</li> <li>5. T &amp; T Motors Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. TANDT Multi Trading Private Limited</li> <li>2. Allied Motors Limited</li> <li>3. Lohum Cleantech Private Limited</li> <li>4. Lohum Materials Private Limited</li> <li>5. Lohum Nickel Private Limited</li> </ol>
List of Committees of Board of Directors across all companies in which Chairmanship/ Membership is held (only Audit Committee and Stakeholders' Relationship Committee considered)	NIL	<u>Stakeholders' Relationship Committee</u> <ul style="list-style-type: none"> <li>• Talbros Automotive Components Limited</li> </ul>	<u>Stakeholders' Relationship Committee</u> <ul style="list-style-type: none"> <li>• Talbros Automotive Components Limited</li> </ul> <u>Nomination &amp; Remuneration Committee</u> <ul style="list-style-type: none"> <li>• Talbros Automotive Components Limited</li> </ul>
Number of Board Meetings attended during the year	3	4	3