

TALBROS AUTOMOTIVE COMPONENTS LIMITED

Regd. Office - 14/1, DELHI MATHURA ROAD, FARIDABAD-121003

POSTAL BALLOT FORM

[Please read the instructions printed overleaf carefully before completing this form]

Serial No.

1. Name (s) of Shareholder(s)

(including Joint-holders, if any)

(in BLOCK LETTERS)

2. Registered Address of the

Sole/First named Shareholder

3. DP ID / Client ID No./

Registered Folio No

4. No. of shares held

5. I/We hereby exercise my / our vote in respect of the following Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated January 21, 2011 by sending my / our assent/ dissent to the said Resolution by placing the tick mark (✓) in the appropriate box below :-

Item No.	Description	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Special Resolution for Increase in Remuneration of Relative of Director, Mr. Anuj Talwar for a period w.e.f. October 1, 2010 to March, 2013.			

Place :

Date :

Signature of the Shareholder

Important Note : Please read the instructions printed overleaf carefully before exercising your vote. This form duly completed may be sent to the scrutinizer at the Registered office of the Company by using the enclosed postage pre-paid self-addressed envelope. Last date of receipt of this Postal Ballot Form by Scrutinizer is **5th March, 2011**

TALBROS AUTOMOTIVE COMPONENTS LIMITED

Regd. Office – 14/1, DELHI MATHURA ROAD, FARIDABAD-121003

POSTAL BALLOT

Notice pursuant to Section 192A of the Companies Act, 1956

Dear Member

NOTICE is hereby given pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules 2001 that the Company is seeking consent of its members through Special Resolution at item no. 1 proposed to be passed by Postal Ballot.

An Explanatory Statement pursuant to Section 173(2) of the Act setting out all the material facts and the reasons necessitating the resolution set out below is annexed hereto along with a Postal Ballot Form for your consideration.

The Company has appointed Mr. Barinder Singh Maur, *Practicing Company Secretary*, Delhi as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and kindly ensure that the said Postal Ballot Form (no other form or photocopy thereof is permitted) duly completed, in the attached self addressed postage prepaid envelope reaches the Scrutinizer at the address mentioned on the envelope on or before the close of working hours of 05th March, 2011. The Scrutinizer will submit his Report to the Chairman of the Board after completion of the Scrutiny and the result of the Postal Ballot shall be announced at the Registered Office of the Company on 8th March, 2011 at 5:00 p.m.

SPECIAL BUSINESS:

1. To Increase the Remuneration of Mr. Anuj Talwar, relative of a Director.

To consider and if deemed fit, to pass through Postal Ballot, the following Resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Sections 314 and other applicable provisions of the Companies Act, 1956, and subject to the approval of the Central Government and such modifications and variations as the Central Government may suggest (which the Directors of the Company be and are hereby authorized to accept) consent of the Company be and is hereby accorded for increase in remuneration payable to Mr. Anuj Talwar, son of Mr. Umesh Talwar, Vice Chairman & Managing Director, with the designation of Vice President - Business Development or such other designation as Board of Directors may from time to time decide or as may be decided/permitted by the Government w.e.f. October 1, 2010 to March 31, 2013 to the following levels:

A. Remuneration:

- (i) Basic Salary of Rs. 1,70,000/- per month
- (ii) House Rent Allowance @ 70% of the Basic Salary i.e. Rs. 1,19,000/- per Month
- (iii) Perquisites such as Gas, Electricity, Water and furnishing, Medical Reimbursement, Club Fee, Personnel Accident Insurance aggregating to not exceeding Rs. 11,000/- per month.

B. Perquisites in addition to the above:

- (i) Company's Contribution towards Provident Fund and superannuation Fund as per rules of the Company.
- (ii) Gratuity as per rules of the Company.
- (iii) Earned/Privilege Leave-As per rules of the Company. Leave accumulated but not availed of during the tenure may be allowed to be encashed at the end of the tenure.
- (iv) Car-Provision of a chauffeur driven car for the business of the Company.
- (v) Telephone: Cell phone and telephone facility at residence, personnel long distance calls to be paid by him.
- (vi) Leave travel assistance as per rules of the Company.

C. Other Benefits: Reimbursement of entertainment expenses actually and properly incurred in the course of the business of the Company and such other benefits/amenities and other privileges as may from time to time be available to other executives of the Company.

RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution.

By Order of the Board

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, setting out all material facts and the reasons necessitating the resolution

Item No. 1

Mr. Anuj Talwar is 30 years of age and is Bachelor in Business Administration from college of William & Mary, Virginia, USA and Master of Business Administration from Bostan University Graduate School of Management. Mr. Anuj Talwar has more than 7 years rich experience in the Corporate Finance, Credit analysis and Auto Industry.

Mr. Anuj Talwar worked overseas with Time Hotel, New York. He has also worked as Director Sales and Marketing in Euro Motors (P) Limited. Mr. Anuj Talwar was appointed as Vice President (Stamping & Rubber Division) of the Company for a period of 5 years from April 1, 2008 upto March 31, 2013 and is currently working as Vice President - Business Development.

Mr. Anuj Talwar is son of Mr. Umesh Talwar, Vice Chairman & Managing Director of the Company. His existing remuneration was approved by shareholders through Postal Ballot process, passed on 2nd May, 2008, and also the approval of the Central Government was obtained vide its letter no. SRN/A 37037868-CL.VII, dated 22nd September, 2008 by the Company for his appointment up to 31st March 2013. Presently he is drawing basic salary of Rs. 95,000 plus other permissible perquisites.

Mr. Anuj Talwar with his vast experience has developed good understanding of the Business of the Company and has set in place process and systems for the growth of the Company in that region. The members of the Remuneration Committee, in their meeting held on 12th November 2010, deliberated and recommended the increase in the remuneration of Mr. Anuj Talwar as Vice President – Business Development as per details provided in the resolution w.e.f 1st October 2010 to 31st March 2013. The remuneration proposed to be paid to Mr. Anuj Talwar is commensurate with his experience and is in line with current prevalent industry standards.

Keeping in view the valuable contributions made by Mr. Anuj Talwar in leading the company scaling new heights and to further provide stimulus to his efforts, the Board of Directors of the Company, in its meeting held on 12th November, 2010, approved the revision of remuneration payable to Mr. Talwar for the unexpired period of his tenure, the revision in remuneration taking effect from 1st October, 2010 till 31st March 2013 subject to approval of the Members and the Central Government as required under law. Accordingly an Application shall be made to the Central Government as required under section 314 of the Companies Act, 1956.

None of Directors except Mr. Umesh Talwar, Vice Chairman & Managing Director, being father of the incumbent, is deemed to be interested in the Resolution.

Your Board of Directors recommend passing of the Special Resolution at item no. 1 of this Notice.

By Order of the Board

Place: Faridabad

Date: 21st January, 2011

Sd/-

(Seema Narang)

Company Secretary

Registered office:

14/1, Delhi Mathura Road,
Faridabad, Haryana - 121003

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed envelope. However, envelopes containing Postal Ballot Forms, if deposited in person or if sent by courier at the expenses of the Member will also be accepted. Last date for receipt of the Form is 5th March, 2011.
2. Please convey your assent/dissent in the Postal Ballot Form (no other form or photocopy thereof is permitted). The consent or otherwise received in any other form shall be considered valid.
3. This form should be completed and signed by the shareholder(s). In case of joint holding, this form should be completed and signed [as per specimen signature registered with the Company] by the first named Member and in his absence, by the next named shareholder.

Where an authorized representative of a body corporate has signed the Postal Ballot Form, a certified copy of the relevant authorization to vote on Postal Ballot should accompany the Postal Ballot Form. Where the form has signed by a representative of the President of India or the Governor of the state, a certified copy of the nomination should accompany the Postal Ballot Form. A member may sign the form through an Attorney appointed specially for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.

4. Unsigned Postal Ballot Form will be rejected.
5. Kindly ensure that duly completed Postal Ballot Form reaches the Scrutinizer not later than the working hours of 5th March, 2011 at the Registered office of the Company. Postal Ballot form received after this date will be strictly treated as if reply from the Member has not been received.
6. A Member may request for a duplicate Postal Ballot paper, if so required. And the same duly completed should reach the Scrutinizer not later than the date and time specified.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on Cut Off date i.e 31st December, 2010.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. The scrutinizer would destroy any extraneous paper found in the envelope.
9. A member need not use all his votes or needs to cast his votes in the same way.
10. Members who wish to be present at the time of declaration of the result may do so.
11. The result of the voting shall be declared at 5:00 p.m. at the Registered Office of the Company on 8th March, 2011.