



TALBROS AUTOMOTIVE COMPONENTS LIMITED

Regd. Office : 14/1, Delhi Mathura Road, Faridabad-121003, Haryana

POSTAL BALLOT NOTICE

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

Dear Member,

NOTICE is hereby given for passing of resolution under section 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 ("the Act") by means of voting by Postal Ballot in accordance with section 192A of the Act and the Companies (Passing of the resolution by Postal Ballot) Rules, 2011.

The proposed ordinary resolution along with the Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 setting out all material facts pertaining to the resolution set out below is being sent with this notice along with a Postal Ballot Form for your consideration.

The Board has appointed Mr. Shailesh Dayal, FCS, an independent Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Please read the instructions printed in the Postal Ballot Form carefully and return the said Postal Ballot Form (no other form or photocopy thereof is permitted) duly completed, in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer at the address mentioned on the envelope on or before the close of working hours of October 15, 2012.

The Scrutinizer will submit his Report to the Chairman of the Board after completion of the scrutiny of the Postal Ballots and the result thereof shall be announced by the Chairman or by the Company Secretary in his absence, on October 17, 2012 at 5.00 p.m. at the Registered Office of the Company at 14/1, Delhi Mathura Road, Faridabad-121003, Haryana and would promptly be intimated to Stock Exchanges and published in the newspapers.

In the event the proposed resolution set out herein below is assented to by a requisite majority of members by means of Postal Ballot, shall be deemed to be passed.

ORDINARY RESOLUTION

1. To consider and if thought fit, to pass through Postal Ballot, the following resolution as an **ORDINARY RESOLUTION**:

RESOLVED THAT subject to the provisions of Section 198, 269, 309, 310 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 (including any statutory modifications /amendment thereto or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Anuj Talwar, who was appointed as Additional Director of the Company, w.e.f August 14, 2012 and whose appointment as Executive Director, liable to retire by rotation was approved by the shareholders of the Company for a period of 3 years w.e.f September 03, 2012, as per the details and terms and conditions given below subject to the total remuneration including Salary & Perquisites to be within the overall limits of 5% of the Net Profits of the Company calculated in accordance with the provisions of Section 350 the Companies Act, 1956.

1. **Remuneration:**

- (a) Basic Salary of Rs. 1,70,000/- per month.
- (b) House Rent Allowance @ 70% of the Basic Salary i.e. Rs. 1,19,000/- per month.
- (c) Perquisites such as Gas, Electricity, Water and Furnishing, Medical Reimbursement, Leave Travel Concession, Club Fees, Personal Accident Insurance aggregating to a maximum of Rs.11,000/- per month.

2. In addition to the above Mr. Anuj Talwar, Executive Director shall be entitled to the following perquisites:

- (a) Company's Contribution towards Provident Fund and Superannuation Fund as per rules of the Company.
- (b) Gratuity - As per rules of the Company.
- (c) 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.
- (d) Car-Provision of a Chauffeur driven car for the business purposes of the Company & personal use.
- (e) Telephone-Free telephone facility at residence, personal long distance calls to be paid by him.
- (f) Such other benefits/amenities and other privileges as may from time to time be available to other executives of the Company.

3. **Others 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 Executive Director while on business tours in India and abroad to be borne by the Company.

4. Notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay the above remuneration as minimum remuneration to the Executive Director.

RESOLVED FURTHER THAT the Mr. Anuj Talwar be paid remuneration from the period starting from August 14, 2012.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary including modifications as may be considered necessary, and to finalize and execute all such documents and writings as may be necessary or expedient.

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

Place : Faridabad
Date : September 11, 2012

Sd/-
(Seema Narang)
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 1

Mr. Anuj Talwar was appointed as an Additional Director by the Board of Directors w.e.f. August 14, 2012 and his appointment as Executive Director for a period of three years w.e.f. September 03, 2012, liable to retire by rotation was approved by the Members of the Company at the 55th Annual General Meeting of the Company.

Mr. Anuj Talwar is 32 years of age and is Bachelor in Business Administration from college of William & Mary, Virginia, USA and Master of Business Administration from Boston University Graduate School of Management. Mr. Anuj Talwar has worked overseas with Time Hotel, New York. He has also worked as Director Sales and Marketing in Euro Motors (P) Limited. He has more than 9 years of rich experience in the Corporate Finance, Credit analysis and Auto Industry. Mr. Anuj Talwar with his vast experience developed good understanding of the business of the Company and has set in place process and systems for the growth of the Company. Under his leadership the Company has achieved new heights and entered into a Joint Venture with Sistemi Sospensioni S.p.A, a fiat group Company which currently operating its business in Faridabad and another Joint Venture with Marugo Rubber Industries Ltd., Japan is in its final stages.

Mr. Anuj Talwar is highly experienced person with lot of exposure in the field in which the Company operates. He has been associated with the Company since 2008 working as Vice President – Business Development and Company has benefitted from his knowledge and experience. Mr. Anuj Talwar has also been instrumental in identifying important business initiatives and strategic opportunities for Talbros Group. Due to his untiring efforts the Company has achieved significant growth.

The Remuneration Committee has in its meeting held on August 14, 2012 proposed for the payment of remuneration to Mr. Anuj Talwar, subject to the approval of the Board and the Members of the Company and other regulatory approvals, if any. The proposed remuneration of Mr. Anuj Talwar is in conformity with the provision of Section 309 read with part II of Schedule XIII to the Companies Act, 1956.

The Board of Directors has approved the remuneration recommended by the Remuneration Committee as defined in the proposed resolution and recommends the resolution for your approval.

No other director of the Company except Mr. Anuj Talwar himself and Mr. Umesh Talwar being related to him is concerned or interested in the proposed resolution.

By Order of the Board
For Talbros Automotive Components Limited

Place : Faridabad
Date : September 11, 2012

Sd/-
(Seema Narang)
Company Secretary

Registered office:
14/1, Delhi Mathura Road,
Faridabad- 121003, Haryana



TALBROS AUTOMOTIVE COMPONENTS LIMITED

Regd. Office : 14/1, Delhi Mathura Road, Faridabad-121003, Haryana

POSTAL BALLOT FORM

(Please read the instructions carefully before completing the form)

Serial No.:

1. Name(s) of Shareholder(s)
(in block letters) (Including
joint holders, if any)

2. Registered address of the
sole/first named Shareholder

3. Registered Folio No. /DP. ID No. &
Client ID No. (*Applicable to investors
holding shares in dematerialized form)

4. Number of shares held

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 dated September 11, 2012 of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate boxes below:

Item No.	Description	No. of Shares	I/We assent to the resolution	I/We dissent to the resolution
1.	Ordinary Resolution pursuant to the provisions of sections 198, 269, 309 and 310 read with Schedule XIII of the Companies Act, 1956 for payment of remuneration of Mr. Anuj Talwar, Executive Director w.e.f August 14, 2012 as stated in the proposed resolution and Explanatory Statement.			

Place :

Date :

Signature of Member

(Refer instruction No. 3 overleaf)

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 **October 15, 2012.**