



Talbro's Automotive
Components Ltd.

www.talbro's.com

Date: December 05, 2011

The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai-400 001.	The National Stock Exchange of India Ltd. Exchange Plaza, 5 th floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai- 400 051.
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Sub: Compliance of Clause No. 31 of the Listing Agreement.

Dear Sir/Madam,

Please find enclosed herewith three copies of the Postal Ballot notice issued to the members of the Company for your records.

Thanking you,

Yours Sincerely,
For **Talbro's Automotive Components Limited**

Seema Narang
Company Secretary

Encl: as above



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 293(1)(a) 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.

It is proposed to form a 50:50 JV Company with Sistemi Sospensioni S.p.A for the business of suspension systems and modules and in this connection, the Company is proposing to transfer the Stamping Business to this JV Company.

As per the provisions of Section 293(1)(a) of the Act, sale, lease or other disposal of the whole or substantially the whole of an undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the approval of the shareholders.

Further, pursuant to Section 192A of the Companies Act, 1956, read with Rule 5(f) of the Companies (Passing of the resolution by Postal Ballot) Rules, 2011, the approval of the shareholders has to be obtained by passing shareholders' resolution through Postal Ballot.

The proposed ordinary resolution along with the Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 setting out the material facts and the reasons for the proposal is appended and a Postal Ballot Form is enclosed for your consideration.

The Board has appointed Mr. Barinder Singh Maur, FCS, 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 January 04, 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 January 06, 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.

ORDINARY RESOLUTION

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

RESOLVED THAT pursuant to section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, Memorandum and Articles of Association of the Company and subject to the requisite approvals, the consent of the Shareholders be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as the "Board") to sell and to transfer the Stamping Business, currently engaged in the manufacture of parts & components of suspension systems including but not limited to sheet metal automotive components for vehicle suspension and steering linkage (herein referred to as "**Undertaking**"), to the JV Company, which would be a 50:50 Joint Venture between the Company and Sistemi Sospensioni S.p.A, by way of a slump sale and on a going concern basis, on such terms and conditions as may be deemed appropriate by the Board at a lump sum consideration benchmarked to the book value of fixed assets of the Undertaking existing on March 31, 2011 of approximately Rs. 5.03 crores (Rs. 5 crores and three lacs) subject to adjustment on account of additions / deductions for the cost of tools, dies, gauges, fixed assets acquired during the year, inventories and other current assets / liabilities actually existing on the date of transfer to the JV company as part of slump sale, with power to the Board to finalise and execute necessary documents (with such modifications as may be required from time to time) including agreements, deeds of assignments/conveyance and any other writings as may be necessary, desirable or expedient as the Board may deem fit and to do such other acts, deeds, matters and things as the Board may in its absolute discretion deem necessary, proper, desirable or expedient to complete the sale of the said undertaking.

RESOLVED FURTHER THAT the Board of Directors the Company be and are hereby authorised to finalize terms and conditions for transfer of **Undertaking** (including consideration), as aforesaid, and to do all such acts, deeds, matters and things, including but not limited to, execution of agreements, contracts and all other documents, as it may, in its absolute discretion, deem necessary or expedient, to give effect to this resolution and any action taken by the Board in this regard be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to delegate/sub-delegate all or any of its powers in connection with consummation of the aforesaid transfer of the **Undertaking**, in its full and absolute discretion, as may be deemed appropriate by it.

Place : Faridabad
Date : November 14, 2011

By Order of the Board

Sd/-
(Seema Narang)
Company Secretary

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

Item No. 1

One of the activities of your Company is to manufacture parts and components of suspension systems such as sheet metal Arms and components for vehicle suspension and steering linkage etc. at its Stamping Unit in Faridabad. These components are supplied to Tier-I suppliers for manufacturing Control Arms for vehicles. In order to move up in the supply chain and manufacture complete Control Arms in-house, your company has entered into a Joint Venture Agreement to set up a 50:50 Joint Venture ("JV") with Sistemi Sospensioni S.p.A, a wholly owned subsidiary of Magneti Marelli S.p.A. which is a part of Fiat S.p.A. Sistemi Sospensioni S.p.A has state-of-the-art technology and is engaged in the business of design, manufacture and selling of advanced automotive suspension modules and components.

Technical know-how for manufacturing Control Arms and further expanding to suspension systems will be provided by Sistemi Sospensioni S.p.A. JV partners also intend to manufacture new components and expand its product range gradually to include knuckles, front axles, rear axles etc. for automotive sector.

To give effect to the JV, it is proposed to transfer the existing stamping business of the Company to the JV Company as a going concern on a slump sale basis along with all the related employees, plant and machinery, other moveable assets, liabilities, contracts etc. The lump sum consideration benchmarked to the book value of fixed assets of the Undertaking existing on March 31, 2011 of approximately Rs. 5.03 crores (Rs. 5 crores and three lacs) subject to adjustments on account of additions / deductions for the cost of tools, dies, gauges, fixed assets acquired during the year, inventories and other current assets / liabilities actually existing on the date of transfer to the JV company as part of slump sale shall be paid by the JV company in cash or by issue of shares whether at par or at premium and/or in any other mode on such terms and conditions as may be agreed by Board (which shall be deemed to include any Committee of Directors or Director(s) or official(s) of the Company for the time being authorized by Board to exercise the powers conferred on the Board by this resolution) and Sistemi Sospensioni S.p.A.

As part of the slump sale, the existing land of the Company on which the stamping division currently operates alongwith the building thereon shall be leased to the JV Company on commercially agreed terms. The manufacturing facility may be geographically extended to other locations depending upon the business requirements.

The sale of the Undertaking is conditional upon approval of the shareholders of the Company pursuant to the provisions of Section 293(1)(a) of the Act. Subject to the said approval, the JV is expected to be operational from April 01, 2012.

Your Board is in the opinion that the proposed transfer of the Undertaking is in the overall best interest of all the stakeholders including shareholders and employees, and recommend passing of the ordinary resolution at item no. 1 of this Notice.

None of the Directors is interested or concerned in any manner in the resolution.

Place : Faridabad
Date : November 14, 2011

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

By Order of the Board

Sd/-
(Seema Narang)
Company Secretary



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

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 dated November 14, 2011 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 under section 293(1)(a) of the Companies Act, 1956 for sale and transfer of the Stamping Business of the Company on a going concern basis to the JV Company 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 **January 04, 2012.**

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 January 04, 2012.
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 invalid.
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 January 04, 2012 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 November 25, 2011.
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 January 06, 2012.
12. Members may please note that the resolution will be deemed to have been passed when the votes cast in favour are more than the number of votes, if any, cast against it and would be deemed to have been passed at the General Meeting of the Company. The date of declaration of result shall be deemed to be date of passing of the said resolution.