

KIRAN SHARMA & CO.

Company Secretaries

Annexure-II

Consolidated Scrutinizer's Report

{Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014}

To,
The Chairman
Talbro's Automotive Components Limited
14/1, Delhi Mathura Road,
Faridabad-121003

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting during the 68th Annual General Meeting (AGM) of Talbro's Automotive Components Limited held on Thursday, the 25th day of September, 2025 at 12.30 P.M. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM').

Dear Sir,

I, Kiran Sharma, proprietor of M/s. Kiran Sharma & Co., Practicing Company Secretaries, having its office at 67 Nehru Apartments, First Floor, Outer Ring Road, Kalkaji New Delhi - 110019 was appointed as the Scrutinizer by the Board of Directors of Talbro's Automotive Components Limited (the Company) in its meeting held on 26th May, 2025 for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting during the 68th Annual General Meeting ('AGM') in respect of the resolutions as mentioned in the Notice dated 26th May, 2025 for the 68th AGM of the Company held on Thursday, the 25th day of September, 2025 at 12.30 P.M. (IST) through video conferencing ('VC')/other audio visual means ('OAVM').

The Company has confirmed that the Notice of the AGM dated 26th May, 2025 alongwith Annual Report 2024-25 was sent to the Members in respect to the resolutions proposed to be passed at the 68th AGM of the Company, through electronic mode to those Members whose email addresses are registered with the Company/Depositories/RTA, in compliance with the relevant provisions of the Companies Act, 2013 read with Rules, General Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("LODR Regulation") and other applicable laws and regulations.

The hard copies of 68th Annual Report were sent to members who requested for the same.



For 68th AGM of the Company, I submit as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Act, and the Rules made thereunder (ii) the MCA Circulars and (iii) the LODR Regulations, related to e-voting in respect of the resolutions contained in the AGM Notice including the dispatch of notice to the shareholders and also for ensuring a secured platform for e-voting.
2. My responsibility as Scrutinizer is restricted to make a consolidated Scrutinizer's Report of the votes cast in Favour (Assent) or Against (Dissent) in respect of the resolutions contained in the AGM Notice, based on the report generated from the e-voting system provided by National Securities Depositories Limited (NSDL).
3. The remote e-voting period commenced on Monday, 22nd September, 2025 at 09:00 A.M. (IST) and ended on Wednesday, 24th September, 2025 at 05:00 P.M. (IST) at e-voting platform on the designated website of National Securities Depository Limited (NSDL), authorized agency to provide e-voting facility i.e. www.evoting.nsdl.com. The Company also provided e-voting facility to the Members who participated/attended the AGM through VC/OAVM to enable such Members to cast their votes, if they had not cast their vote earlier through remote-voting. The facility was kept open till 30 minutes after the conclusion of the AGM.
4. The Members of the Company as on the "cut off" date i.e. Thursday, 18th September, 2025 were entitled to avail the facility of remote e-voting as well as e-voting at the 68th AGM (herein collectively referred as "e-votes/e-voting") on the proposed resolutions as set out in the Notice of 68th AGM of the Company.
5. The total paid up Equity Share Capital of the Company as on "cut off" date i.e. Thursday, 18th September, 2025 was Rs. 12,34,56,300 (Rupees Twelve Crore Thirty-Four lakhs Fifty-Six Thousand three Hundred) divided into 6,17,28,150 (Six Crores Seventeen Lakhs Twenty-Eight Thousand and One Hundred and Fifty) Equity Shares of Rs. 2/- (Rupees Two only) each.
6. After completion of e-voting at the 68th AGM, the e-votes cast by the Shareholders were unblocked in presence of two witnesses i.e. Ms. Pratima and Ms. Ruchi who are not in the employment of the Company.
7. The data of e-votes was diligently scrutinized and reconciled with the records maintained by the KFIN Technologies Limited, Registrar and Share Transfer Agent ("RTA") of the Company. Detailed registers were maintained containing the summary of results of e-voting at 68th AGM.
8. Based on the reports generated by NSDL, the Consolidated Report on the results of e-voting on each resolution is as under:



ORDINARY BUSINESS

Resolution No.1: ORDINARY RESOLUTION

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

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)= (5)/(2)*100
Promoters and Promoters Group	E-voting	36070183	35853448	99.3991	35853448	0	100.0000	0.0000
	Poll		0	0.0000	0.0000	0	0.0000	0.0000
	Sub-total		35853448	99.3991	35853448	0	100.0000	0.0000
Public-Institutional	E-voting	460059	110152	23.9430	110152	0	100.0000	0.0000
	Poll		0	0.0000	0.0000	0	0.0000	0.0000
	Sub-total		110152	23.9430	110152	0	100.0000	0.0000
Public-Non-Institutional	E-voting	25197908	2444416	9.7009	2443830	586	99.9760	0.0240
	Poll		0	0.0000	0.0000	0	0.0000	0.0000
	Sub-total		2444416	9.7009	2443830	586	99.9760	0.0240
Total		61728150	38408016	62.2212	38407430	586	99.9985	0.0015

Ordinary Resolution set out at item no. 1 of AGM Notice stands **PASSED** with requisite majority.



Resolution No.2: ORDINARY RESOLUTION

To confirm payment of Interim Dividend @ 10% i.e. ₹0.20p per equity share of Rs 2/- each for the Financial Year ended on 31st March, 2025

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)= (5)/(2)*100
Promoters and Promoters Group	E-voting	36070183	35853448	99.3991	35853448	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Sub-total		35853448	99.3991	35853448	0	100.0000	0.0000
Public-Institutional	E-voting	460059	110152	23.9430	110152	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Sub-total		110152	23.9430	110152	0	100.0000	0.0000
Public-Non-Institutional	E-voting	25197908	2443916	9.6989	2442280	1636	99.9331	0.0669
	Poll		0	0.0000	0	0	0.0000	0.0000
	Sub-total		2443916	9.6989	2442280	1636	99.9331	0.0669
Total		61728150	38407516	62.2204	38405880	1636	99.9957	0.0043

Ordinary Resolution set out at item no. 2 of AGM Notice stands **PASSED** with requisite majority.



Resolution No.3: ORDINARY RESOLUTION

To declare Final Dividend @ 25% i.e. ₹ 0.50p per fully paid-up equity share of Rs 2/- each for the Financial Year ended on 31st March, 2025.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)= (5)/(2)*100
Promoters and Promoters Group	E-voting	36070183	35853448	99.3991	35853448	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Sub-total		35853448	99.3991	35853448	0	100.0000	0.0000
Public-Institutional	E-voting	460059	110152	23.9430	110152	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Sub-total		110152	23.9430	110152	0	100.0000	0.0000
Public-Non-Institutional	E-voting	25197908	2443916	9.6989	2442280	1636	99.9331	0.0669
	Poll		0	0.0000	0	0	0.0000	0.0000
	Sub-total		2443916	9.6989	2442280	1636	99.9331	0.0669
Total		61728150	38407516	62.2204	38405880	1636	99.9957	0.0043

Ordinary resolution set out at item no. 3 of AGM Notice stands **PASSED** with requisite majority.



Resolution No.4: ORDINARY RESOLUTION

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

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)= (5)/(2)*100
Promoters and Promoters Group	E-voting	36070183	3750185	10.3969	3750185	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Sub-total		3750185	10.3969	3750185	0	100.0000	0.0000
Public-Institutional	E-voting	460059	110152	23.9430	110152	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Sub-total		110152	23.9430	110152	0	100.0000	0.0000
Public-Non-Institutional	E-voting	25197908	2438756	9.6784	2434529	4227	99.8267	0.1733
	Poll		0	0.0000	0	0	0.0000	0.0000
	Sub-total		2438756	9.6784	2434529	4227	99.8267	0.1733
Total		61728150	6299093	10.2046	6294866	4227	99.9329	0.0671

Ordinary Resolution set out at item no. 4 of AGM Notice stands **PASSED** with requisite majority.



Resolution No.5: ORDINARY RESOLUTION

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

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)= (5)/(2)*100
Promoters and Promoters Group	E-voting	36070183	5625280	15.5954	5625280	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Sub-total		5625280	15.5954	5625280	0	100.0000	0.0000
Public-Institutional	E-voting	460059	110152	23.9430	110152	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Sub-total		110152	23.9430	110152	0	100.0000	0.0000
Public-Non-Institutional	E-voting	25197908	2438756	9.6784	2434527	4229	99.8266	0.1734
	Poll		0	0.0000	0	0	0.0000	0.0000
	Sub-total		2438756	9.6784	2434527	4229	99.8266	0.1734
Total		61728150	8174188	13.2422	8169959	4229	99.9483	0.0517

Ordinary Resolution set out at item no. 5 of AGM Notice stands **PASSED** with requisite majority.



SPECIAL BUSINESS

Resolution No.6: SPECIAL RESOLUTION

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. 25th September, 2025.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)= (5)/(2)*100
Promoters and Promoters Group	E-voting	36070183	35853448	99.3991	35853448	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Sub-total		35853448	99.3991	35853448	0	100.0000	0.0000
Public-Institutional	E-voting	460059	110152	23.9430	110152	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Sub-total		110152	23.9430	110152	0	100.0000	0.0000
Public-Non-Institutional	E-voting	25197908	2443916	9.6989	2439900	4016	99.8357	0.1643
	Poll		0	0.0000	0	0	0.0000	0.0000
	Sub-total		2443916	9.6989	2439900	4016	99.8357	0.1643
Total		61728150	38407516	62.2204	38403500	4016	99.9895	0.0105

Special Resolution set out at item no. 6 of AGM Notice stands **PASSED** with requisite majority.



Resolution No.7: ORDINARY RESOLUTION

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.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)= (5)/(2)*100
Promoters and Promoters Group	E-voting	36070183	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Sub-total		0	0.0000	0	0	0.0000	0.0000
Public-Institutional	E-voting	460059	110152	23.9430	110152	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Sub-total		110152	23.9430	110152	0	100.0000	0.0000
Public-Non-Institutional	E-voting	25197908	2438756	9.6784	2434669	4087	99.8324	0.1676
	Poll		0	0	0	0	0.0000	0.0000
	Sub-total		2438756	9.6784	2434669	4087	99.8324	0.1676
Total		61728150	2548908	4.1292	2544821	4087	99.8397	0.1603

Ordinary Resolution set out at item no. 7 of AGM Notice stands **PASSED** with requisite majority.



Resolution No. 8: ORDINARY RESOLUTION

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.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)= (5)/(2)*100
Promoters and Promoters Group	E-voting	36070183	35853448	99.3991	35853448	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Sub-total		35853448	99.3991	35853448	0	100.0000	0.0000
Public-Institutional	E-voting	460059	110152	23.9430	110152	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Sub-total		110152	23.9430	110152	0	100.0000	0.0000
Public-Non-Institutional	E-voting	25197908	2443916	9.6989	2439185	4731	99.8064	0.1936
	Poll		0	0.0000	0	0	0	0.0000
	Sub-total		2443916	9.6989	2439185	4731	99.8064	0.1936
Total		61728150	38407516	62.2204	38402785	4731	99.9877	0.0123

Ordinary Resolution set out at item no. 8 of AGM Notice stands **PASSED** with requisite majority.



Resolution No. 9: ORDINARY RESOLUTION

To ratify the remuneration of M/s. Vijender Sharma & Co., (Firm Registration No. 00180), appointed as Cost Auditors for the financial year ending on 31st March, 2026.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)= (5)/(2)*100
Promoters and Promoters Group	E-voting	36070183	35853448	99.3991	35853448	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Sub-total		35853448	99.3991	35853448	0	100.0000	0.0000
Public-Institutional	E-voting	460059	110152	23.9430	110152	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Sub-total		110152	23.9430	110152	0	100.0000	0.0000
Public-Non-Institutional	E-voting	25197908	2443916	9.6989	2439807	4109	99.8319	0.1681
	Poll		0	0.0000	0	0	0	0.0000
	Sub-total		2443916	9.6989	2439807	4109	99.8319	0.1681
Total		61728150	38407516	62.2204	38403407	4109	99.9893	0.0107

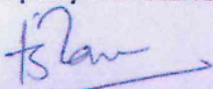
Ordinary Resolution set out at item no. 9 of AGM Notice stands **PASSED** with requisite majority.



I report as under:

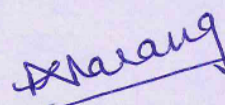
1. All the Nine Resolutions mentioned in the Notice of the AGM as per the details above have been PASSED with the requisite majority and hence deemed to have been passed at the 68th AGM.
2. The Company may accordingly declare the combined result of the voting through remote e-voting and e-voting at the AGM to the respective authorities.
3. The electronic data and all other relevant records relating to e-voting received from NSDL are under my safe custody and will be handed over to Ms. Seema Narang, Company Secretary and Compliance Officer, for preserving safely after the Chairman signs the minutes of the AGM.
4. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of National Depositories Services Limited. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty or care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,
For Kiran Sharma & Co
Company Secretaries


Kiran Sharma
Proprietor M/s. Kiran Sharma & Co.
Practicing Company Secretaries
Scrutinizer
FCS 4942
C.O.P No. 3116
Peer Review No. 1236/2021
UDIN: F004942G001352453
Date: 26th September, 2025



For Talbros Automotive Components Limited
Countersigned by





Seema Narang
Company Secretary and Compliance Officer
(Authorized by the Chairman)