



TalbroS Automotive  
Components Ltd.

www.talbroS.com

26<sup>th</sup> September, 2024

Listing Department <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal street Mumbai- 400 001  <b>Scrip Code: 505160</b>	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  <b>Symbol: TALBROAUTO</b>
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**Sub: Submission of Voting Results & Scrutinizer's Report for the 67<sup>th</sup> AGM**

**Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/ Madam,

The 67<sup>th</sup> Annual General Meeting (AGM) of the members of the Company was held on Wednesday, 25<sup>th</sup> September, 2024 at 12.00 Noon through video conferencing. The mode of voting was by way of e-voting (including remote e-voting and e-voting during AGM).

In terms of the requirement of Regulation 44 of SEBI (LODR) Regulations, 2015, please find enclosed herewith:

- i) Combined voting results of valid votes cast through remote e-voting and e-voting at AGM as **Annexure –I**.
- ii) Scrutinizer's report dated September 26, 2024, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure –II**.

You are requested to take the same on your records.

Thanking you,

Yours Sincerely  
For **TalbroS Automotive Components Limited**

**Seema Narang**  
**Company Secretary and Compliance Officer**  
Encl: As above



**COMBINED VOTING RESULTS**

<b>General Information about the Company</b>	
<b>Scrip Code</b>	505160
<b>NSE Symbol</b>	TALBROAUTO
<b>ISIN</b>	INE187D01029
<b>Name of the Company</b>	Talbro Automotive Components Ltd.
<b>Type of Meeting</b>	Annual General Meeting
<b>Date of the meeting/ last day of receipt of postal ballot forms (in case of postal ballot)</b>	25 <sup>th</sup> September, 2024
<b>Start time of the meeting</b>	12:00 Noon
<b>End time of the meeting</b>	12:40 P.M.



<b>Scrutinizer's Details</b>	
<b>Name of the Scrutinizer</b>	Kiran Sharma
<b>Name of the Firm</b>	Kiran Sharma & Co., Company Secretaries
<b>Qualification</b>	Company Secretary (CS)
<b>Membership No.</b>	4942
<b>Date of Board Meeting in which appointed</b>	22 <sup>nd</sup> May, 2024
<b>Date of issuance of Report to the Company</b>	26 <sup>th</sup> September, 2024



<b>SUMMARY OF VOTING RESULTS OF 67<sup>TH</sup> ANNUAL GENERAL MEETING OF TALBROS AUTOMOTIVE COMPONENTS LIMITED</b>	
<b>Record Date</b>	<b>19<sup>th</sup> September, 2024</b>
<b>Date of declaration of Result</b>	<b>26<sup>th</sup> September, 2024</b>
<b>Total number of shareholders on record date</b>	<b>72518</b>
<b>No. of shareholders present in the meeting in person/ through proxy:</b> Promoters & Promoter Group Public <b>Total</b>	<b>Not applicable. Meeting was held through video conferencing.</b>
<b>No. of shareholders attended the meeting through Video Conferencing:</b> Promoters & Promoter Group Public (Members) <b>Total</b>	 8 101 109



**Details of voting results at the 67<sup>th</sup> AGM of the Company as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:**

**Resolution 1: Adoption of Audited Financial Statements (Standalone and Consolidated) including the Balance Sheet as at March 31, 2024 and the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.**

Resolution required : **Ordinary Resolution**  
 Mode of Voting : **E-voting**  
 Result : **PASSED with Requisite majority**  
 Whether promoter/ promoter group are : **NO**  
 Interested in the agenda/ resolution?

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
<b>Promoters and Promoters Group</b>	E-voting	3,60,70,183	35853448	99.40	35853448	0	100	0
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		35853448	99.40	35853448	0	100	0
<b>Public-Institutional</b>	E-voting	292156	66212	22.66	66212	0	100	0
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		66212	22.66	66212	0	100	0
<b>Public-Non-Institutional</b>	E-voting	25365811	2265259	8.93	2265209	50	99.998	0.002
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		2265259	8.93	2265209	50	99.998	0.002
<b>Total</b>		<b>6,17,28,150</b>	<b>38184919</b>	<b>61.86</b>	<b>38184869</b>	<b>50</b>	<b>99.9999</b>	<b>0.0001</b>



**Resolution 2: Confirmation of Interim Dividend @ 10% i.e. Rs. 0.20/- per equity share of Rs. 2/- each for the financial year 2023-24.**

Resolution required : **Ordinary Resolution**  
 Mode of Voting : **E-voting**  
 Result : **PASSED with Requisite majority**  
 Whether promoter/ promoter group are interested in the agenda/ resolution? : **NO**

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
<b>Promoters and Promoters Group</b>	E-voting	3,60,70,183	35853448	99.40	35853448	0	100	0
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		35853448	99.40	35853448	0	100	0
<b>Public-Institutional</b>	E-voting	292156	66212	22.66	66212	0	100	0
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		66212	22.66	66212	0	100	0
<b>Public-Non-Institutional</b>	E-voting	25365811	2265234	8.93	2265184	50	99.998	0.002
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		2265234	8.93	2265184	50	99.998	0.002
<b>Total</b>		<b>6,17,28,150</b>	<b>38184894</b>	<b>61.86</b>	<b>38184844</b>	<b>50</b>	<b>99.9999</b>	<b>0.0001</b>



**Resolution 3: Declaration of Final Dividend @ 25% i.e. Rs. 0.50/- per equity share of Rs. 2/- each for the financial year 2023-24.**

Resolution required : **Ordinary Resolution**  
 Mode of Voting : **E-voting**  
 Result : **PASSED with Requisite majority**  
 Whether promoter/ promoter group are interested in the agenda/ resolution? : **NO**

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
<b>Promoters and Promoters Group</b>	E-voting	3,60,70,183	35853448	99.40	35853448	0	100	0
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		35853448	99.40	35853448	0	100	0
<b>Public-Institutional</b>	E-voting	292156	66212	22.66	66212	0	100	0
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		66212	22.66	66212	0	100	0
<b>Public-Non-Institutional</b>	E-voting	25365811	2265259	8.93	2265209	50	99.998	0.002
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		2265259	8.93	2265209	50	99.998	0.002
<b>Total</b>		<b>6,17,28,150</b>	<b>38184919</b>	<b>61.86</b>	<b>38184869</b>	<b>50</b>	<b>99.9999</b>	<b>0.0001</b>



**Resolution 4: Re-appointment of Mr. Vidur Talwar (DIN: 00114643) as Director, who retires by rotation and being eligible, offers himself for re-appointment.**

Resolution required : **Ordinary Resolution**  
 Mode of Voting : **E-voting**  
 Result : **PASSED with Requisite majority**  
 Whether promoter/ promoter group are interested in the agenda/ resolution? : **YES**

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
<b>Promoters and Promoters Group</b>	E-voting	3,60,70,183	31634488	87.70	31634488	0	100	0
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		31634488	87.70	31634488	0	100	0
<b>Public-Institutional</b>	E-voting	292156	66212	22.66	66212	0	100	0
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		66212	22.66	66212	0	100	0
<b>Public-Non-Institutional</b>	E-voting	25365811	2265259	8.93	2262461	2798	99.876	0.124
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		2265259	8.93	2262461	2798	99.876	0.124
<b>Total</b>		<b>6,17,28,150</b>	<b>33965959</b>	<b>55.025</b>	<b>33963161</b>	<b>2798</b>	<b>99.9918</b>	<b>0.0082</b>





**Resolution 5: Continuation of Directorship of Mr. Naresh Talwar (DIN: 00059155) as Chairman and Non-Executive Non-Independent Director for a further period of 5 years in compliance with relevant SEBI Regulations, not liable to retire by rotation.**

Resolution required : **Special Resolution**  
 Mode of Voting : E-voting  
 Result : **PASSED with Requisite majority**  
 Whether promoter/ promoter group are interested in the agenda/ resolution? : Yes

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
<b>Promoters and Promoters Group</b>	E-voting	36070183	30696938	85.10	30696938	0	100	0
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		30696938	85.10	30696938	0	100	0
<b>Public-Institutional</b>	E-voting	292156	66212	22.66	66212	0	100	0
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		66212	22.66	66212	0	100	0
<b>Public-Non-Institutional</b>	E-voting	25365811	2265259	8.93	2264341	918	99.959	0.041
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		2265259	8.93	2264341	918	99.959	0.041
<b>Total</b>		<b>6,17,28,150</b>	<b>33028409</b>	<b>53.51</b>	<b>33027491</b>	<b>918</b>	<b>99.9972</b>	<b>0.0028</b>



**Resolution 6: Re-appointment and continuation of Mr. Ajay Kumar Vij (DIN: 00164984) as an Independent Director of the Company for a second term of five consecutive years w.e.f. September 25, 2024 not liable to retire by rotation.**

Resolution required : **Special Resolution**  
 Mode of Voting : E-voting  
 Result : **PASSED with Requisite majority**  
 Whether promoter/ promoter group are interested in the agenda/ resolution? : **NO**

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
<b>Promoters and Promoters Group</b>	E-voting	3,60,70,183	35853448	99.40	35853448	0	100	0
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		35853448	99.40	35853448	0	100	0
<b>Public-Institutional</b>	E-voting	292156	66212	22.66	66212	0	100	0
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		66212	22.66	66212	0	100	0
<b>Public-Non-Institutional</b>	E-voting	25365811	2265259	8.93	2262861	2398	99.894	0.106
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		2265259	8.93	2262861	2398	99.998	0.002
<b>Total</b>		<b>6,17,28,150</b>	<b>38184919</b>	<b>61.86</b>	<b>38182521</b>	<b>2398</b>	<b>99.9937</b>	<b>0.0063</b>



**Resolution 7: Appointment of Mr. Rajat Verma (DIN: 02548070) as an Independent Director for a period of five years, not liable to retire by rotation.**

Resolution required : **Special Resolution**  
 Mode of Voting : **E-voting**  
 Result : **PASSED with Requisite majority**  
 Whether promoter/ promoter group are interested in the agenda/ resolution? : **NO**

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
<b>Promoters and Promoters Group</b>	E-voting	3,60,70,183	35853448	99.40	35853448	0	100	0
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		35853448	99.40	35853448	0	100	0
<b>Public-Institutional</b>	E-voting	292156	66212	22.66	66212	0	100	0
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		66212	22.66	66212	0	100	0
<b>Public-Non-Institutional</b>	E-voting	25365811	2265259	8.93	2262609	2650	99.883	0.117
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		2265259	8.93	2262609	2650	99.998	0.002
<b>Total</b>		<b>6,17,28,150</b>	<b>38184919</b>	<b>61.86</b>	<b>38182269</b>	<b>2650</b>	<b>99.9931</b>	<b>0.0069</b>



**Resolution 8: Appointment of Mr. Rakesh Vohra (DIN: 00836463) as an Independent Director for a period of five years, not liable to retire by rotation.**

Resolution required : **Special Resolution**  
 Mode of Voting : **E-voting**  
 Result : **PASSED with Requisite majority**  
 Whether promoter/ promoter group are interested in the agenda/ resolution? : **NO**

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
<b>Promoters and Promoters Group</b>	E-voting	3,60,70,183	35853448	99.40%	35853448	0	100	0
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		35853448	99.40%	35853448	0	100	0
<b>Public-Institutional</b>	E-voting	292156	66212	22.66	66212	0	100	0
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		66212	22.66	66212	0	100	0
<b>Public-Non-Institutional</b>	E-voting	25365811	2265259	8.93	2262179	3080	99.86	0.14
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		2265259	8.93	2262179	3080	99.86	0.014
<b>Total</b>		<b>6,17,28,150</b>	<b>38184919</b>	<b>61.86</b>	<b>38181839</b>	<b>3080</b>	<b>99.9919</b>	<b>0.0081</b>



**Resolution 9: Renewal of Agreement for a period of 3 years w.e.f. April 01, 2025 with QH Talbros Private Limited and approval of transactions for Sale/Purchase of Company's products for FY 2024-25.**

Resolution required : **Ordinary Resolution**  
 Mode of Voting : E-voting  
 Result : **PASSED with Requisite majority**  
 Whether promoter/ promoter group are interested in the agenda/ resolution? : **YES**

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
<b>Promoters and Promoters Group</b>	E-voting	36070183	28821848	79.90	28821848	0	100	0
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		28821848	79.90	28821848	0	100	0
<b>Public-Institutional</b>	E-voting	292156	66212	22.66	66212	0	100	0
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		66212	22.66	66212	0	100	0
<b>Public-Non-Institutional</b>	E-voting	25365811	2265259	8.93	2262544	2715	99.88	0.12
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		2265259	8.93	2262544	2715	99.88	0.12
<b>Total</b>		<b>6,17,28,150</b>	<b>31153319</b>	<b>50.47</b>	<b>31150604</b>	<b>2715</b>	<b>99.9913</b>	<b>0.0087</b>



**Resolution 10: Ratification of the remuneration of M/s. Vijender Sharma & Co. appointed as Cost Auditors (Firm Registration No. 00180) for the financial year ending on March 31, 2025.**

Resolution required : **Ordinary Resolution**  
 Mode of Voting : E-voting  
 Result : **PASSED with Requisite majority**  
 Whether promoter/ promoter group are interested in the agenda/ resolution? : NO

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
<b>Promoters and Promoters Group</b>	E-voting	3,60,70,183	35853448	99.40	35853448	0	100	0
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		35853448	99.40	35853448	0	100	0
<b>Public-Institutional</b>	E-voting	292156	66212	22.66	66212	0	100	0
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		66212	22.66	66212	0	100	0
<b>Public-Non-Institutional</b>	E-voting	25365811	2265259	8.93	2262643	2616	99.88	0.12
	Poll		0	0	0	0	0	0
	<b>Sub-total</b>		2265259	8.93	2262643	2616	99.88	0.12
<b>Total</b>		<b>6,17,28,150</b>	<b>38184919</b>	<b>61.86</b>	<b>38182303</b>	<b>2616</b>	<b>99.9931</b>	<b>0.0069</b>



# KIRAN SHARMA & CO.

## *Company Secretaries*

Annexure- II

### Consolidated Scrutinizer's Report

{Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 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 67<sup>th</sup> Annual General Meeting (AGM) of Talbro's Automotive Components Limited held on Wednesday, the 25<sup>th</sup> day of September, 2024 at 12.00 Noon (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 22<sup>nd</sup> May, 2024 for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting during the 67<sup>th</sup> Annual General Meeting ('AGM') in respect of the resolutions as mentioned in the Notice dated 7<sup>th</sup> August, 2024 for the 67<sup>th</sup> AGM of the Company held on Wednesday, the 25<sup>th</sup> day of September, 2024 at 12.00 Noon (IST) through video conferencing ('VC')/other audio visual means ('OAVM').

The Company has confirmed that the Notice of the AGM dated 7<sup>th</sup> August, 2024 alongwith Annual Report 2023-24 was sent to the Members in respect to the resolutions proposed to be passed at the 67<sup>th</sup> 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 67<sup>th</sup> Annual Report were sent to members who requested for the same.

**For 67<sup>th</sup> 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

Regd. Off.: R-4, 3rd Floor, Greater Kailash-I, New Delhi-110048, India  
Corporate Office: 67, Nehru Apartments, Kalkaji, New Delhi-110019


Phone: +91-11-41084299 / 41421497 | E-mail: cskiransharma.co@gmail.com | Website: cskiransharma.com



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 Sunday, 22<sup>nd</sup> September, 2024 at 09:00 A.M. (IST) and ended on Tuesday, 24<sup>th</sup> September, 2024 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, 19<sup>th</sup> September, 2024 were entitled to avail the facility of remote e-voting as well as e-voting at the 67<sup>th</sup> AGM (herein collectively referred as "e-votes/e-voting") on the proposed resolutions as set out in the Notice of 67<sup>th</sup> AGM of the Company.
5. The total paid up Equity Share Capital of the Company as on "cut off" date i.e. Thursday, 19<sup>th</sup> September, 2024 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 67<sup>th</sup> AGM, the e-votes cast by the Shareholders were unblocked in presence of two witnesses i.e. Ms. Saloni Thakur and Ms. Anushka who are not in the employment of the Company.

  
\_\_\_\_\_  
Saloni Thakur

  
\_\_\_\_\_  
Anushka

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 67<sup>th</sup> 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

Adoption of the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2024 including Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Statutory Auditors thereon.

Particulars	Voter Count	Total Number of Valid Votes	Percentage (%)
Assent	243	38184869	99.9999
Dissent	3	50	0.0001
<b>Total</b>	<b>246</b>	<b>38184919</b>	<b>100</b>

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

### Resolution No.2: ORDINARY RESOLUTION

Confirmation of Interim Dividend @ 10 % i.e. Rs. 0.20 per fully paid-up equity share of Rs. 2/- each of the Company for the financial year 2023-24

Particulars	Voter Count	Total Number of Valid Votes	Percentage (%)
Assent	242	38184844	99.9999
Dissent	3	50	0.0001
<b>Total</b>	<b>245</b>	<b>38184894</b>	<b>100</b>

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



**Resolution No.3: ORDINARY RESOLUTION**

**Declaration of Final Dividend @ 25% i.e. Rs. 0.50 per fully paid-up equity share of Rs. 2/- each of the Company for the financial year 2023-24**

Particulars	Voter Count	Total Number of Valid Votes	Percentage (%)
Assent	243	38184869	99.9999
Dissent	3	50	0.0001
<b>Total</b>	<b>246</b>	<b>38184919</b>	<b>100</b>

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

**Resolution No.4: ORDINARY RESOLUTION**

**Re-appointment of Mr. Vidur Talwar (DIN: 00114643) as Director, who retires by rotation and being eligible, offers himself for re-appointment.**

Particulars	Voter Count	Total Number of Valid Votes	Percentage (%)
Assent	233	33963161	99.9918
Dissent	10	2798	0.0082
<b>Total</b>	<b>243</b>	<b>33965959</b>	<b>100</b>

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



## SPECIAL BUSINESS

### Resolution No.5: SPECIAL RESOLUTION

Continuation of Directorship of Mr. Naresh Talwar (DIN: 00059155) as Chairman and Non-Executive Non-Independent Director for a further period of 5 years in compliance with relevant SEBI Regulations, not liable to retire by rotation.

Particulars	Voter Count	Total Number of Valid Votes	Percentage (%)
Assent	233	33027491	99.9972
Dissent	9	918	0.0028
<b>Total</b>	<b>242</b>	<b>33028409</b>	<b>100</b>

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

### Resolution No.6: SPECIAL RESOLUTION

Re-appointment and continuation of Mr. Ajay Kumar Vij (DIN: 00164984) as an Independent Director of the Company for a second term of five consecutive years w.e.f. September 25, 2024 not liable to retire by rotation.

Particulars	Voter Count	Total Number of Valid Votes	Percentage (%)
Assent	237	38182521	99.9937
Dissent	9	2398	0.0063
<b>Total</b>	<b>246</b>	<b>38184919</b>	<b>100</b>

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



**Resolution No.7: SPECIAL RESOLUTION**

**Appointment of Mr. Rajat Verma (DIN: 02548070) as Independent Director for a period of five years, not liable to retire by rotation.**

Particulars	Voter Count	Total Number of Valid Votes	Percentage (%)
Assent	238	38182269	99.9931
Dissent	8	2650	0.0069
<b>Total</b>	<b>246</b>	<b>38184919</b>	<b>100</b>

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

**Resolution No.8: SPECIAL RESOLUTION**

**Appointment of Mr. Rakesh Vohra (DIN: 00836463) as Independent Director for a period of five years, not liable to retire by rotation.**

Particulars	Voter Count	Total Number of Valid Votes	Percentage (%)
Assent	236	38181839	99.9919
Dissent	10	3080	0.0081
<b>Total</b>	<b>246</b>	<b>38184919</b>	<b>100</b>

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



**Resolution No.9: ORDINARY RESOLUTION**

Approval and renewal of agreement for a period of 3 years w.e.f. April 01, 2025 with QH Talbros Private Limited and approval of transactions for Sale/Purchase of Company's products for FY 2024-25.

Particulars	Voter Count	Total Number of Valid Votes	Percentage (%)
Assent	235	31150604	99.9913
Dissent	6	2715	0.0087
<b>Total</b>	<b>241</b>	<b>31153319</b>	<b>100</b>

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

**Resolution No. 10: ORDINARY RESOLUTION**

Ratification and confirmation of the remuneration of M/s. Vijender Sharma & Co., (Firm Registration No. 00180), appointed as Cost Auditors for the financial year ending on March 31, 2025.

Particulars	Voter Count	Total Number of Valid Votes	Percentage (%)
Assent	239	38182303	99.9931
Dissent	7	2616	0.0069
<b>Total</b>	<b>246</b>	<b>38184919</b>	<b>100</b>

Ordinary Resolution set out at item no. 10 of AGM Notice stands **PASSED** with requisite majority.

**I report as under:**

1. All the Ten 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 67<sup>th</sup> 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



**For Talbros Automotive Components  
Limited**  
Countersigned by

Scrutinizer  
FCS 4942  
C.O.P No. 3116  
Peer Review No. 1236/2021  
UDIN: F004942F001326394  
Date: 26<sup>th</sup> September, 2024

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