



## Talbro's Automotive Components Limited

CIN: L29199HR1956PLC033107

Registered Office: 14/1, Delhi-Mathura Road

Faridabad-121003, Haryana

Tel No.: 0129-4294182, Fax No.: 0129-2277240

Website: www.talbro's.com, Email: shares@talbro's.com

# Notice

**NOTICE** is hereby given that the 59th Annual General Meeting of the members of Talbro's Automotive Components Limited will be held at 10.30 a.m. on Monday the 26th day of the September, 2016 at **Hotel Atrium, Shooting Range Road, Suraj Kund, Faridabad -121001 (Haryana)** to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on paid-up Equity Share Capital for the financial year ended 31st March, 2016.
3. To appoint a Director in place of Mr. Varun Talwar (holding DIN 00263984) who, retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Anuj Talwar (holding DIN 00628063) who, retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s S.N. Dhawan & Co., New Delhi (Firm Registration No. 000050N) as Statutory Auditors of the Company and M/s. CMRS & Associates, Chartered Accountants, Pune (Firm Registration No. 101678W) as auditors for company's Pune Branch and authorize Board of Directors to fix their remuneration.

### Special Business

6. To consider and, if though fit, to pass the following resolution as a **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of section 196, 197, 203 read with Schedule V and other applicable provisions of Companies Act, 2013 and as are agreed to

by the Board of Directors (hereinafter referred to as the Board) approval and consent of the Company be and is hereby accorded for an increase in remuneration of Mr. Anuj Talwar, Joint Managing Director as recommended by the Nomination and Remuneration Committee effective from 1st April, 2016 as per details given hereunder:

#### I. Salary

Particulars	Monthly Remuneration (₹)
Basic Salary	3,40,000
House Rent Allowance	2,38,000
Other Allowances	22,000
<b>Total Salary</b>	<b>6,00,000</b>

#### II. Perquisites & Allowances:

- (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 Leaves - As per rules of the company. Leaves 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 - Telephone facility at residence, personal long distance calls to be paid by Mr. Anuj Talwar.
- (f) Such other benefits/amenities and other privileges as may from time to time be available to other executives of the Company and the monetary value shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, the same be evaluated at actual cost.

**III. Other Benefits:**

- (i) Reimbursement of entertainment expenses actually and properly incurred in course of the business of the company.
- (ii) The expenses in connection with the spouse accompanying the Joint Managing Director while on business tours in India and abroad to be borne by the Company.

**RESOLVED FURTHER THAT** the increased salary paid to Mr. Anuj Talwar from 1st April, 2016 to the date of this Annual General Meeting be and is hereby approved and ratified.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to vary, alter and modify, change, substitute, consolidate, delete and/or revise all the terms and conditions including as to remuneration, designation of the said appointment in any manner within the permissible limits and from time to time, as the Board may in its absolute discretion decide.

**RESOLVED FURTHER THAT** in the absence or inadequacy of profits in any financial year, the remuneration as set out in the Explanatory Statement be paid to Mr. Anuj Talwar as minimum remuneration, subject to necessary approval(s) as may be required.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be required to give effect to the aforesaid resolution.

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of section 73 and 76 of the Companies Act, 2013 ("the Act") (including any modifications or re-enactments thereof) read with Companies (Acceptance of Deposits) Rules, 2014 and subsequent amendment(s) thereof and other applicable provisions of the Act and rules made thereunder, if any, and subject to such conditions, approvals, permissions, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to invite/ accept/ renew/ receive money(s) by way of unsecured/ secured deposits, or in any other form, from public and/ or members of the Company from time to time, in any form or manner, through circular/ advertisement or through any other permissible mode, upto permissible limits prescribed under applicable provisions of law and on such terms & conditions as Board of Directors

of the Company in its sole discretion may deem fit and necessary.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper, expedient, desirable or appropriate for such invitation/acceptance/ renewal/receipt as aforesaid.

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

**RESOLVED THAT** pursuant to section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors to enter into an Agreement for Sale of Company's products namely Gaskets, Forgings and other Auto Parts to QH Talbro Limited for a period of three years with effect from 1st April 2017 to 31st March 2020 upto maximum amount of ₹24.00 Crores in one financial year .

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds or things as may be necessary to give effect to the above resolution.

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

**RESOLVED THAT** pursuant to section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors to enter into an Agreement with Nippon Leakless Talbro Private Ltd for the transactions of purchase and/or sale of Tyre Sealant and other production inputs namely Pulp Fibre, MBR Latex, Varnish, Rhodopole and Nylon etc. for a period of three years with effect from 1st April 2017 to 31st March 2020 upto maximum amount of ₹4.00 Crores in one financial year .

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds or things as may be necessary to give effect to the above resolution.

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**RESOLVED THAT** pursuant to section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors to enter into an Agreement with Nippon Leakless Talbros Private Ltd for the transactions of sale/purchase of gaskets to each other for a period of three years with effect from 1st April 2017 to 31st March 2020 upto maximum amount of ₹2.00 Crores in one financial year.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds or things as may be necessary to give effect to the above resolution.

11. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to section 148, read with 139, 141 and Companies (Cost Accounting Records) Rules, 2013, and subject to such guidelines and approval as may be required from the Central Government, the re-appointment of M/s Vijender Sharma & Co., Cost accountants (Firm Registration No. 00180) as Cost auditor to conduct the audit of the cost records of the Company for the financial year 2016-17 on a remuneration of ₹1.75 Lacs plus service tax as applicable and reimbursement of out of pocket expenses, be and is hereby ratified.

By Order of the Board  
For Talbros Automotive Components Limited

Sd/-

**Seema Narang**  
Company Secretary

Place: New Delhi  
Date: May 21 2016

## Notes:

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business mentioned under items no. 6 to 11 of the accompanying Notice is annexed hereto.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE**

**MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

- The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.**
- Register of Members will remain closed from 19th September 2016 to 26th September 2016 (Both days inclusive).
- Members are once again informed that in terms of Sections 124 & 125 of the Companies Act, 2013, dividends which remain unclaimed / unencashed for periods of 7 years are to be transferred by the Company to the Investor Education and Protection Fund (IEPF) constituted by the Central Government. No claim lies against the Company for unclaimed / unencashed dividend amount, if any, upon transfer.
- Accordingly, all dividends declared upto 31st March 2008 which remained unclaimed/ unencashed, have already been transferred to the IEPF. Members who have not encashed the dividend warrant(s) so far for the financial year ended March 31, 2009 or any subsequent dividend payment(s) are requested to make their claim to the Company. Members who have so far not claimed the unpaid dividend for the year 2008-09 have been notified in this connection.
- Dividend on Equity Shares for the financial year ended March 31, 2016, if declared at the Annual General Meeting, shall be paid to those Members whose names (in case of shares held in electronic form) appear as Beneficial Owners as at opening business hours on 19th September 2016 and for shares held in physical form, whose names appear in the Register of Members on the date of the Annual General Meeting.
- Queries, if any, regarding accounts and operations of the Company may please be sent to the Company Secretary at the Registered Office at least 10 days before the date of the Annual General Meeting so as to enable the Company to keep the information ready at the meeting.

9. Members holding shares in electronic form should get their email IDs updated with their respective Depository Participant so that they can get the copies of correspondence etc. sent by the Company via email.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
11. Details under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
12. Electronic copy of the Annual Report and the Notice of the 59th Annual General Meeting of the Company along with Attendance Slip, Proxy Form and the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 59th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. Members may also note that the Notice of the 59th Annual General Meeting and the Annual Report will also be available on the Company's website [www.talbro.com](http://www.talbro.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the email id: [seema\\_narang@talbro.com](mailto:seema_narang@talbro.com).
14. Voting through electronic means  
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the facility of voting through electronic means to its members. Members of the Company can transact all the items of the

businesses with the facility of voting through electronic means through e-Voting Services provided by Karvy Computershare Private Limited (Karvy).

The detailed instructions for voting through electronic means are being sent separately with this Notice along with User- id and password.

The facility for voting through ballot or polling paper shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

15. Shareholders are requested to address all correspondence relating to their shareholding to the Company's Registrars and Share Transfer Agents, M/s Karvy Computershare Private Ltd., at the following address:-

M/s Karvy Computershare Private Ltd.,  
Unit: Talbro Automotive Components Ltd.,  
Karvy Selenium Tower-B, Plot No. 31 & 32,  
Financial District, Gachibowli, Nanakramguda,  
Serilingampally, Hyderabad 500 008, India  
Email: [rajeev.kr@karvy.com](mailto:rajeev.kr@karvy.com)  
[www.karvycomputershare.com](http://www.karvycomputershare.com)

By Order of the Board  
**For Talbro Automotive Components Limited**

Sd/-

Place: New Delhi  
Date: May 21 2016

**Seema Narang**  
Company Secretary

## Explanatory Statement in Respect of the Special Business Pursuant to Section 102 of the Companies Act, 2013

### Item No 6.

In the 56th Annual General Meeting of the Company held on September 16, 2013, Mr. Anuj Talwar was appointed as Executive Director of the Company for a period of three years w.e.f. August 14, 2012 and further re- appointed for a period of 3 years by the shareholders in the 58th Annual General Meeting of the Company held on September 25, 2015 till August 13, 2018.

The Board, in view of his contributions to the Company's business and the qualification and experience he holds and on recommendation of Nomination and Remuneration committee, recommends the increase in remuneration of

Mr. Anuj Talwar as set out in Item no. 6 of the notice and also recommends change of designation of Mr. Anuj Talwar to Joint Managing Director for the remaining term w.e.f 1st April, 2016.

Accordingly, the shareholders of the Company are requested to approve and ratify increase in remuneration of Mr. Anuj Talwar on the below mentioned remuneration effective from April 1, 2016 to be paid as minimum remuneration in case of loss or inadequacy of profits in any financial year during the abovementioned tenure:

### 1. Salary:

- (a) Basic Salary of ₹3,40,000/- per month.
- (b) House Rent Allowance @ 70% of the Basic Salary i.e. ₹2,38,000/- per month.
- (c) Perquisites such as house maintenance allowance, Medical Reimbursement, Leave Travel Concession, Club Fees, Personal Accident Insurance etc. maximum to a maximum of ₹22,000/- per month.

### 2. Perquisites & Allowances:

- (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 Leaves - As per rules of the company. Leaves 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 - 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 and the monetary value shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, the same be evaluated at actual cost.

### 3. Other Benefits:

- (i) Reimbursement of entertainment expenses actually and properly incurred in course of the business of the company.

(ii) 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

The Board of Directors has, subsequent to the approval of Remuneration Committee, approved in its meeting held on 11th February, 2016, the remuneration as mentioned above as minimum remuneration payable to Mr. Anuj Talwar subject to approval of the shareholders.

In order to ensure continuity in payment of remuneration to whole time Directors irrespective of unforeseen volatility in operations/ profitability and as per the requirements of Section – II of Part – II of Schedule V of the Companies Act, 2013 a Special Resolution is also required to be passed for payment of managerial remuneration, therefore consent of members by way of a Special Resolution is sought for increase in payment of remuneration to Mr. Anuj Talwar as Joint Managing Director of the Company w.e.f. April 1, 2016.

This may also be treated as memorandum pursuant to Section 190 of the Companies Act, 2013.

Mr. Anuj Talwar holds 62851 equity shares of the Company. Mr. Anuj Talwar is a Director in the following Companies:

Name of the Company	Date of Appointment
T&T Motors Limited	05-02-2015
Talbro International Ltd	20-08-2007
Magneti Marelli Talbro Chassis Systems Private Limited	03-02-2012
Talbro Margo Rubber Private Ltd	23-08-2012
Euro Motors Private Limited	14-04-2006

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Umesh Talwar, being father of Mr. Anuj Talwar, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

As required by proviso (iv) of Section – II of Part – II of Schedule – V of the Companies Act, 2013, a statement of information is given below:

**(I) General Information:**

Nature of Industry	Manufacturing, Auto Components				
Date of commencement of commercial operation	The Company was incorporated on September 08, 1956 and it started its Commercial production long back in 1957.				
<b>Financial Performance:</b>	(₹ in Lakhs)				
Financial Parameters	<b>2011-12</b>	<b>2012-13</b>	<b>2013-14</b>	<b>2014-15</b>	<b>2015-16</b>
Turnover (₹ in lakhs)	34352.84	29524.43	29438.74	31083.89	31008.52
Net profit as per profit and loss statement (₹ in lakhs)	1081.85	1002.17	1743.57	1307.80	1169.98
Amount of dividend paid	148.15	148.15	148.15	185.18	185.18
Rate of dividend declared	12%	12%	12%	15%	15%
Joint Ventures (JV)/ Foreign collaborators, if any	<ul style="list-style-type: none"> <li>– Nippon Leakless Corporation Japan, (JV with Nippon Leakless Corporation, Japan)</li> <li>– Magneti Marelli Talbro Chassis Systems Private Limited (JV with Sistemi Sospensioni S.p.A, Italy)</li> <li>– Talbro Marugo Rubber Private Limited (JV with Marugo Rubber Industries Ltd, Japan)</li> </ul>				

**II. Information about the appointees:**

Name	Mr. Anuj Talwar						
Background Details	<p>Aged 35 years, Mr. Anuj Talwar is a Bachelor in Business Administration from college of William &amp; Mary, Virginia, USA and Master of Business Administration from Boston University Graduate School of Management.</p> <p>He has been associated with the Company since 2008. He had over 12 years of rich experience in the Corporate Finance, Credit analysis and Auto Industry.</p>						
Past remuneration (₹ Per annum)	<table> <tr> <td>2013-14</td> <td>39.43 Lakhs</td> </tr> <tr> <td>2014-15</td> <td>39.45 Lakhs</td> </tr> <tr> <td>2015-16</td> <td>38.89 Lakhs</td> </tr> </table>	2013-14	39.43 Lakhs	2014-15	39.45 Lakhs	2015-16	38.89 Lakhs
2013-14	39.43 Lakhs						
2014-15	39.45 Lakhs						
2015-16	38.89 Lakhs						
Job profile and his suitability	Mr. Anuj Talwar is responsible for coordinating with Joint Venture Companies, particularly Magneti Marelli Talbro Chassis Systems Private Limited and Talbro Marugo Rubber Private Limited as well as new business developments.						
Remuneration proposed	As set out in the explanatory statement for resolution at item no. 6 of this Notice. The remuneration to Mr. Anuj Talwar has been recommended by the Remuneration Committee in its meeting held on February 11, 2016.						
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	In view of the size of the Company, the qualification and experience of Mr. Anuj Talwar and the profile being handled by him, the remuneration as mentioned above is on the lower side as compared to the remuneration being paid to managerial positions in other Companies in the industry.						
Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any	Besides the remuneration proposed, Mr. Anuj Talwar does not have any other pecuniary relationship with the Company. However Mr. Anuj Talwar is related to Mr. Umesh Talwar being his son.						
Other information:	N.A.						



## Disclosures

The shareholders of the company shall be informed of the remuneration package of the managerial person.	Disclosure of the remuneration package is part of this notice being sent to Shareholders.
The following disclosures shall be mentioned in the Board of Directors report under the heading "Corporate Governance", if any, attached to the annual report:- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors; (ii) Details of fixed component and performance linked incentives along with the performance criteria (iii) Service contracts, notice period, severance fees; (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	All the disclosures as required are mentioned in the Director's Report/ Corporate Governance Report section of the 59th Annual Report to be published for the next Annual General Meeting of the Company.

### Item No 7.

The members of the Company in their 58th Annual General Meeting held on 25th September, 2015 had authorised the Board of Directors of the Company to invite/ renew and accept deposits from its Members and/ or Public pursuant to the provisions of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014. Consequent to the above said approval of the Members, the Company had issued on 31st August, 2015 an advertisement inviting deposits from the Members/ Public which is valid till 26th September, 2016.

In compliance of the provisions of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014, the approval of the Members (Shareholders) by way of Special Resolution is being sought for inviting and accepting/ renewal of unsecured fixed deposits beyond 26th September, 2016.

Your Directors recommend the Special Resolution at Item No. 7 of the Notice of Annual General Meeting for the approval of the Members.

None of the directors or Key Managerial Personnel of the Company or their relatives is any way interested in the said resolution except to the extent of amount of Deposit and/or shareholding in the Company, if any.

### Item No 8.

QH Talbros Limited (QHT) is an associate company and is a related party as per Section 184.

The Special Resolution mentioned at item no.8 of the accompanying Notice is for entering into an Agreement with QHT for sale of Company's products namely Gaskets, Forgings and other auto parts to QHT for a period of three years from 1st April 2017 to 31st March 2020 upto maximum sale value aggregating to ₹24.00 crores in one financial year.

Your Directors recommend the Special Resolutions at Item

No. 8 of the Notice for the approval of the Members.

Mr. Naresh Talwar, Mr. Umesh Talwar and Mr. Vidur Talwar being common Directors of both the companies may be deemed interested in the proposed Special resolution.

No other Directors/ Key Managerial Personnel and their relatives are in any way concerned or interested in the above referred resolution.

### Item No 9 & 10

Nippon Leakless Talbros Private Ltd (LTL) is a 40:60 Joint Venture Company between Talbros Automotive Components Limited (TACL) and Nippon Leakless Corporation of Japan and is a related party as per Section 184.

Both LTL and TACL are engaged in the business of manufacturing Gaskets and Tyre sealant and both the companies require same raw material for manufacturing Tyre Sealant. Since last five years LTL has been constantly supplying Tyre Sealant and production input namely Pulp to TACL to meet its customer demands and therefore the Special Resolution mentioned at item no. 9 & 10 of the accompanying Notice is for entering into an Agreement with LTL for a period of three years effective from 1st April, 2017 to 31st March, 2020 for sale/ purchase of Tyre Sealant and other production inputs namely Pulp fibre, MBR Latex, varnish, rhodopole and nylon etc from/to LTL for a maximum value of ₹4.00 crore in each financial year.

Both TACL and LTL have been constantly supplying Gaskets to various OEMs such as Hero, Honda, Yamaha etc. In order to meet the situation of breakdown of machinery and excess demand of its customers both the companies are desirous of entering into an Agreement for purchase/ sale of Gaskets from/to each other as and when required. The Special Resolution mentioned at item no. 9 & 10 of the accompanying Notice is for entering into an Agreement with LTL for a period of three years effective from 1st April, 2017

to 31st March, 2020 for a value not exceeding ₹2.00 crore in each financial year.

Your Directors recommend the Special Resolutions at Item No. 9 and 10 of the accompanying Notice for the approval of the Members.

Mr. Umesh Talwar, Mr. Varun Talwar and Mr. Vidur Talwar being common Directors of both the companies may be deemed interested in the proposed Special resolution.

No other Directors/Key Managerial Personnel and their relatives are in any way concerned or interested in the above referred resolution.

#### Item No 11.

A proposal for appointment of M/s Vijender Sharma & Co., Cost accountants (Firm Registration No. 00180) as Cost Auditor for the financial year 2016-17 was recommended by the Audit Committee to the Board which was approved by the Board in its meeting held on 21st May 2016. Certificate issued by the Cost Auditors regarding their eligibility for appointment as Cost Auditors will be available for inspection

without any fee by the members at the registered office of the company during normal business hours on any working day.

As per Rule 14 of the Companies (Audit & Auditors) Rules, 2014, the appointment and remuneration payable to the Cost Auditors is to be ratified by the shareholders. Hence, this resolution is put for the consideration of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 11.

The Directors recommend this resolution for the approval of shareholders.

By Order of the Board  
**For Talbro Automotive Components Limited**

Place: New Delhi  
Date: May 21 2016

Sd/-  
**Seema Narang**  
Company Secretary

## Annexure to Explanatory Statement

Details of Directors seeking Appointment/ Re-appointment at the forthcoming Annual General Meeting (pursuant to SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

Name of the Director	Mr. Anuj Talwar	Mr. Varun Talwar
Date of Birth	19.12.1980	20.06.1969
Date of Appointment	14.08.2012	14.08.2008
Qualifications	Bachelor in Business Administration from College of William & Mary, Virginia, USA and Master of Business Administration from Boston University Graduate School of Management	BS in Business Administration
Nature of expertise in specific functional areas	12 years of rich experience in Corporate Finance, Credit analysis and Auto Industry	21 years of rich experience in IT sector, Auto Components and Health Care Industry.
Directorship and Trusteeship in other Companies	1. Talbro International Ltd. 2. Euro Motors Pvt Ltd. 3. Magneti Marelli Talbro Chassis Systems Pvt Ltd. 4. Talbro Marugo Rubber Pvt Ltd. 5. T & T Motors Ltd.	1. Talbro Marugo Rubber Private Limited 2. Magneti Marelli Talbro Chassis Systems Pvt Ltd. 3. Sunrise Medicare Pvt. Ltd. 4. T & T Motors Limited 5. Talbro International Limited 6. Pooja Talwar Development & Enrichment Centres Private Limited 7. Riverston Pooja Talwar Education Private Limited 8. Nippon Leakless Talbro Private Limited
Members of Committees of other Companies	0	1
No. of shares held	62,851	17,985