



**TALBROS AUTOMOTIVE COMPONENTS LIMITED**

**CIN- L29199HR1956PLC033107**

**Regd. Office:** 14/1, Delhi Mathura Road, P.O. Amar Nagar, Faridabad, Haryana -121003

**Tel No.:** 0129-4960482, **E-mail:** [seema\\_narang@talbros.com](mailto:seema_narang@talbros.com) **Website:** [www.talbros.com](http://www.talbros.com)

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**NOTICE OF POSTAL BALLOT**

**{Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and applicable circulars issued by the Ministry of Corporate Affairs, Government of India}**

Dear Member(s),

**NOTICE** is hereby given that pursuant to the provisions of Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"), General Circular No. 03/2025 dated September 22, 2025 and other relevant Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ('MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof for the time being in force ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), and other applicable laws and regulations, if any, the Company is seeking consent / approval of the Member(s) of the Company for the below appended resolutions by means of Postal Ballot through electronic means i.e. through remote e-voting system ("E-voting").

In compliance with the MCA Circulars, this Postal Ballot Notice ("Notice") is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent/Depositories viz National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and the communication of assent/dissent of the Members will only take place through the E-voting. Hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the E-voting only. If your e-mail address is not registered with the Company/Registrar and Share Transfer Agent/Depositories, please follow the process provided in the notes mentioned herein below to receive this Notice, login ID and password for e- voting.

An Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Notice.

Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, the Board of Directors (the "Board") of the Company at its meeting held on February 11, 2026, has appointed M/s. Kiran Sharma & Co., (CP No.: 3116 & Peer Review Certificate No.: 1236/2021), Practicing Company Secretaries, to act as the Scrutinizer (the "Scrutinizer"), for conducting the Postal Ballot through E-voting process in a fair and transparent manner and she has communicated her consent to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company is pleased to provide Electronic Voting ("**e-voting**") facility, to all its members, to enable them to cast their votes electronically.

The Company has engaged the services of National Securities Depository Limited ("**NSDL**") to provide e-voting facilities to members of the Company.

The members of the Company, whose names appear in the Register of Members/the list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on **Monday, 23<sup>rd</sup> February, 2026 ("Cut-Off date")** and whose email addresses are registered with the Company/Registrar and Transfer Agent ("**RTA**") / Depository Participant shall exercise their right to vote on the resolution included in the Notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.

The e-voting period shall commence on **Saturday, 28<sup>th</sup> February, 2026 at 09:00 A.M. IST** and end on **Sunday, 29<sup>th</sup> March, 2026 at 05:00 P.M. IST**. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than Sunday, 29<sup>th</sup> March, 2026 at 05:00 P.M. IST. E-voting will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.

Upon the completion of scrutiny of the votes, the Scrutinizer will submit her report to the Chairman or in his absence to any other Director or the Company Secretary of the Company ("authorized person"), duly authorised by the Chairman within prescribed time. The results of the Postal Ballot will be announced on or before **Tuesday, 31<sup>st</sup> March, 2026** by the Chairman or in his absence by the authorized person.

The results of the Postal Ballot will be intimated to the National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE), where the shares of the Company are listed. The said results along with the Scrutinizer's Report will also be displayed on the website of the Company ([www.talbros.com](http://www.talbros.com)) as well as on NSDL's website- [www.evoting.nsdl.com](http://www.evoting.nsdl.com). In accordance with SS-2 the resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e., Sunday, 29<sup>th</sup> March, 2026 at 05:00 P.M. IST.

You are requested to peruse the following proposed Resolutions along with the Explanatory Statement contained herein and thereafter accord your assent or dissent by means of Remote E-voting facility only.

## **SPECIAL BUSINESS – PROPOSED RESOLUTIONS**

### **1. To appoint Mr. Umesh Talwar (DIN: 00059271) as Executive Chairman- Whole Time Director (Key Managerial Personnel) of the Company for a period of 3 years w.e.f. 1<sup>st</sup> April, 2026.**

To consider and if thought fit, pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, the consent and approval of the members of the Company be and is hereby accorded to the appointment of Mr. Umesh Talwar (DIN: 00059271), as Executive Chairman- Whole Time Director (Key Managerial Personnel) of the Company for a period of 3 years w.e.f. 1<sup>st</sup> April, 2026, not liable to retire by rotation, on the terms & conditions including payment of remuneration, allowances and perquisites as mentioned hereunder:

#### **I. Salary**

Particulars	Mr. Umesh Talwar
	Monthly Remuneration w.e.f. 1 <sup>st</sup> April, 2026 (Rs.)
Basic	12,70,000
HRA	8,89,000
Other Allowances	1,18,000*
<b>Total</b>	<b>22,77,000</b>

\*Other allowances include payments in the nature of medical reimbursement, club fee etc. up-to the amount specified

#### **II. Perquisites & Allowances**

- Company’s contribution towards Provident Fund and Superannuation Fund as per rules of the Company.
- Gratuity – As per rules of the Company.
- 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.
- Car-provision of a Company maintained chauffeur driven car for the business purposes of the Company & personal use.
- Telephone - Telephone facility at residence, personal long distance calls to be paid by Mr. Umesh Talwar.
- 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**

- Entertainment expenses incurred in the course of the business of the company.
- Travel expenses of Mr. Umesh Talwar, Executive Chairman and his accompanying spouse while on business tours in India and abroad to be borne by the Company.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of net profits in any financial year during his tenure, the above remuneration be paid to Mr. Umesh Talwar as minimum remuneration.

**RESOLVED FURTHER THAT** pursuant to the Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) the consent and approval of the members of the Company be and is hereby also accorded to approve the payment of above remuneration to Mr. Umesh Talwar, Executive Chairman – Whole Time Director (Key Managerial Personnel) of the Company, who is a promoter of the Company notwithstanding that the remuneration payable to Mr. Umesh Talwar in any year during his tenure from 1<sup>st</sup> April, 2026 to 31<sup>st</sup> March, 2029 exceed the ceilings prescribed in the said Regulation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to vary/ alter the designation of Mr. Umesh Talwar and/or the remuneration including payment of commission, if deemed fit, and/ or the terms and conditions in any manner within the permissible limits and from time to time as may be recommended by the Nomination & Remuneration Committee and deemed fit by the Board in its absolute discretion.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, and things and execute all such documents, Agreements, instruments and writings as may be usual, expedient or proper to give effect to the aforesaid resolution and to take all necessary steps in this regard in order to facilitate the legal and/or procedural formalities as it may in its absolute discretion deem necessary for such purpose and with powers on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

**2. To appoint Mr. Anuj Talwar (DIN: 00628063) as Managing Director (Key Managerial Personnel) of the Company for a period of 3 years w.e.f. 1<sup>st</sup> April, 2026.**

To consider and if thought fit, pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, the consent and approval of the members of the Company be and is hereby accorded to the appointment of Mr. Anuj Talwar (DIN: 00628063), as Managing Director (Key Managerial Personnel) of the Company for a period of 3 years with effect from 1<sup>st</sup> April, 2026, liable to retire by rotation, on the terms & conditions including payment of remuneration, allowances and perquisites as mentioned hereunder:

**I. Salary**

Particulars	Mr. Anuj Talwar
	Monthly Remuneration w.e.f. 1 <sup>st</sup> April, 2026 (Rs.)
Basic	12,70,000
HRA	8,89,000
Other Allowances	1,18,000*
<b>Total</b>	<b>22,77,000</b>

\*Other allowances include payments in the nature of medical reimbursement, club fee etc. upto the amount specified

**II. Perquisites & Allowances**

- Company’s contribution towards Provident Fund and Superannuation Fund as per rules of the Company.
- Gratuity – As per rules of the Company.
- 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.
- Car-provision of a Company maintained chauffeur driven car for the business purposes of the Company & personal use.
- Telephone - Telephone facility at residence, personal long distance calls to be paid by Mr. Anuj Talwar.
- 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**

- Entertainment expenses incurred in the course of the business of the company.
- Travel expenses of Mr. Anuj Talwar, Managing Director and his accompanying spouse while on business tours in India and abroad to be borne by the Company.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of net profits in any financial year during his tenure, the above remuneration be paid to Mr. Anuj Talwar as minimum remuneration.

**RESOLVED FURTHER THAT** pursuant to the Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) the consent and approval of the members of the Company be and is hereby also accorded to approve the payment of above remuneration to Mr. Anuj Talwar, Managing Director (Key Managerial Personnel) of the Company, who is a member of promoter group of the Company notwithstanding that the remuneration payable to Mr. Anuj Talwar in any year during his tenure from 1<sup>st</sup> April, 2026 to 31<sup>st</sup> March, 2029 exceed the ceilings prescribed in the said Regulation.

**RESOLVED FURTHER THAT** as the period of office of Mr. Anuj Talwar as Director is liable to determination by retirement by rotation, he shall continue to hold office of Managing Director as soon as he is reappointed as a Director immediately post-retirement by rotation and such reappointment as Director shall not be deemed to constitute a break in his tenure as Managing Director.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to vary/alter the designation of Mr. Anuj Talwar and/or the remuneration including payment of commission, if deemed fit, and/ or the terms and conditions in any manner within the permissible limits and from time to time as recommended by the Nomination & Remuneration Committee and deemed fit by the Board in its absolute discretion.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, and things and execute all such documents, Agreements, instruments and writings as may be usual, expedient or proper to give effect to the aforesaid resolution and to take all necessary steps in this regard in order to facilitate the legal and/or procedural formalities as it may in its absolute discretion deem necessary for such purpose and with powers on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

**3. To appoint Mr. Varun Talwar (DIN: 00263984) as Vice Chairman and Managing Director (Key Managerial Personnel) of the Company for a period of 3 years w.e.f. 1<sup>st</sup> April, 2026.**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), as applicable, the Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, the consent and approval of the members of the Company be and is hereby accorded to the appointment of Mr. Varun Talwar (DIN: 00263984), as Vice Chairman and Managing Director (Key Managerial Personnel) of the Company for a period of 3 years with effect from 1<sup>st</sup> April, 2026, liable to retire by rotation, on the terms and conditions as set out in the Explanatory Statement annexed to the Postal Ballot Notice dated 11<sup>th</sup> February, 2026.

**RESOLVED FURTHER THAT** as the period of office of Mr. Varun Talwar as Director is liable to determination by retirement by rotation, he shall continue to hold office of Vice Chairman and Managing Director as soon as he is reappointed as a Director immediately post-retirement by rotation and such reappointment as Director shall not be deemed to constitute a break in his tenure as Vice Chairman and Managing Director.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to vary/alter the designation of Mr. Varun Talwar and/or the remuneration including payment of commission, if deemed fit, and/ or the terms and conditions in any manner within the permissible limits and from time to time as recommended by the Nomination & Remuneration Committee and deemed fit by the Board in its absolute discretion.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, and things and execute all such documents, Agreements, instruments and writings as may be usual, expedient or proper to give effect to the aforesaid resolution and to take all necessary steps in this regard in order to facilitate the legal and/or procedural formalities as it may in its absolute discretion deem necessary for such purpose and with powers on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

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

Sd/-

**Seema Narang**

**Company Secretary**

**Membership No.: A9820**

**Date: 11<sup>th</sup> February, 2026**

**Place: Faridabad**

**Registered Office:**

**14 / 1, Delhi-Mathura Road,**

**Faridabad, Haryana, 121003**

**Website: [www.talbro.com](http://www.talbro.com)**

**E-mail: [seema\\_narang@talbro.com](mailto:seema_narang@talbro.com)**

**CIN- L29199HR1956PLC033107**

## **Notes:**

- 1) The Explanatory Statement pursuant to section 102(1) read with Section 110 of the Companies Act, 2013, setting out the material facts relating to proposed Resolutions is annexed hereto. Further, the statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 is annexed as **Annexure-I** to the Notice and the relevant details, pursuant to Regulation 36(3) of the Listing Regulations and SS-2 respectively, in respect of Directors seeking appointment/ re-appointment is also annexed as **Annexure-II** hereto and forms part of the Notice.
- 2) In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
- 3) The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the Register of Members/the list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on **Monday, 23<sup>rd</sup> February, 2026** (“**Cut-Off date**”). Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.
- 4) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the **Cut-Off date i.e. Monday, 23<sup>rd</sup> February, 2026**.
- 5) Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
- 6) The members shall exercise their right to vote on the resolution included in the Notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. The e-voting period shall commence on **Saturday, 28<sup>th</sup> February, 2026 at 09:00 A.M. IST** and end on **Sunday, 29<sup>th</sup> March, 2026 at 5:00 P.M. IST**.
- 7) The Results of the Postal Ballot will be announced on or before **Tuesday, 31<sup>st</sup> March, 2026** by the Chairman or any other Director or the Company Secretary of the Company (“authorized person”), duly authorised in writing by the Chairman which shall be displayed on the Notice Board of the Company at its Registered office. The result will also be placed at the website of the company at [www.talbro.com](http://www.talbro.com), websites of stock exchanges i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Ltd. at [www.nseindia.com](http://www.nseindia.com) on which the shares of the Company are listed. The same will also be available on NSDL’s website- [www.evoting.nsd.com](http://www.evoting.nsd.com)
- 8) In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register/update their e-mail address/Bank Account details/Mobile Number/PAN/Choice of Nomination/specimen signatures. Members holding shares in physical mode and who have not updated their email addresses/Bank Account details/Mobile Number/PAN/Choice of Nomination/specimen signatures with the Company are requested to update the same by writing to the Company at [seema\\_narang@talbro.com](mailto:seema_narang@talbro.com) /RTA email id at [rajeev.kr@kfintech.com](mailto:rajeev.kr@kfintech.com) along with the copy of the signed request letter mentioning the Folio Number/ DP ID/ Client ID, name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member along with Form ISR-1, ISR-2, ISR-3/SH-13 and SH-14. Members holding shares in dematerialized mode are requested to register / update their email addresses, Bank account details /Mobile Number/ PAN/ choice of Nomination with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Bank account details/Mobile Number/PAN/choice of Nomination, Members may write to [seema\\_narang@talbro.com](mailto:seema_narang@talbro.com) or [rajeev.kr@kfintech.com](mailto:rajeev.kr@kfintech.com)
- 9) This Postal Ballot notice is uploaded on the website of the Company i.e. [www.talbro.com](http://www.talbro.com) and also on the website of Stock Exchanges. i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at <https://www.evoting.nsd.com/>. Members who do not receive the Postal Ballot Notice may download it from the abovementioned websites.
- 10) All documents referred to in this Notice and Explanatory Statement will be available for inspection by the Shareholders electronically on all working days except National or declared holidays from the date of dispatch of Notice up to the last date of e-voting i.e., Sunday, 29<sup>th</sup> March, 2026 at 05:00 P.M. IST. Members seeking to inspect such documents can send an email to [seema\\_narang@talbro.com](mailto:seema_narang@talbro.com).
- 11) Resolution passed (if passed by requisite majority) by the Members through Postal Ballot shall be deemed to have been passed at a General Meeting of the Members.

- 12) A Member cannot exercise his vote by proxy on postal ballot.
- 13) In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on E-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- 14) As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in New Delhi (in vernacular language, i.e., Hindi).
- 15) **PROCEDURE AND INSTRUCTIONS FOR E-VOTING:**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal</li> </ol>

	<p>Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 135809 then user ID is 135809001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote in the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cskiransharma.co@gmail.com](mailto:cskiransharma.co@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on "**Upload Board Resolution/Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [seema\\_narang@talbros.com](mailto:seema_narang@talbros.com).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [seema.narang@talbros.com](mailto:seema.narang@talbros.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**General instructions:**

1. Contact details of the official responsible to address the grievances connected with the e-voting for Postal Ballot: The Company Secretary, Talbros Automotive Components Limited, 14/1, Delhi Mathura Road, P.O. Amar Nagar, Faridabad, Haryana -121003, **Tel No.:** 0129-4960482, **E-mail:** [seema.narang@talbros.com](mailto:seema.narang@talbros.com) **Website:** [www.talbros.com](http://www.talbros.com)
2. Pursuant to Regulation 40 of Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its circular no. SEBI/ HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 02, 2020 had fixed March 31, 2021 as the last date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission or transposition of securities shall be processed only in dematerialized form. Shareholders can contact the Company or Company's RTA for any assistance in this regard.
3. SEBI has recently mandated furnishing of PAN, KYC details (i.e., postal address with pin code, email address, mobile number, bank account details) and nomination details by holders of securities. As per SEBI mandate, any service requests or complaints received from the Shareholder shall be processed only after furnishing PAN and other KYC Details (i.e. Contact Details, Bank Account Details and Specimen Signature).

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND SECTION 110 OF COMPANIES ACT, 2013 (“THE ACT”)**

### **ITEM NO.1 and 2**

**Mr. Umesh Talwar** is one of the Promoters of the Company and has been managing the affairs of the Company as its Vice Chairman & Managing Director (VCMD) since year 2000. He has rich and varied experience in automotive sector and continues to make valuable contribution in overall growth of the Company. Under Mr. Umesh Talwar’s guidance the Company navigated through tough market conditions, strengthened its foundation for success, and strategically delivered volume-led competitive growth.

Shareholders of the Company at their 66<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September, 2023 had approved the re-appointment of Mr. Umesh Talwar as VCMD for a period of 3 years from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2027, not liable to retire by rotation. However Mr. Umesh Talwar has informed the Board of Directors vide his letter dated 21<sup>st</sup> January, 2026 that he will vacate the Office of Vice Chairman and Managing Director on the close of working hours on 31<sup>st</sup> March, 2026 and would continue to hold the office of Director of the Company.

Mr. Naresh Talwar who is currently the Chairman, would be vacating the office of Chairman of the Company on close of working hours on 31<sup>st</sup> March, 2026.

The Board of Directors on the recommendation of Nomination and Remuneration Committee has proposed to appoint Mr. Umesh Talwar as Executive Chairman, in the capacity of Whole-Time Director and KMP with effect from 1<sup>st</sup> April, 2026.

Mr. Umesh Talwar has given the consent for his appointment as Executive Chairman – Whole Time Director (Key Managerial Personnel) of the Company. Further, as per confirmation received from him, he is not disqualified in terms of Section 164 of the Companies Act, 2013 and he is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.

Approval of members by way of special resolution is sought for the appointment of Mr. Umesh Talwar as Executive Chairman – Whole Time Director (Key Managerial Personnel) of the Company for a period of 3 years from 1<sup>st</sup> April, 2026 on the remuneration as set out in the resolution at Item no. 1 of Postal Ballot Notice.

**Mr. Anuj Talwar** has been associated with the Company since year 2012. He has been holding the position of Joint Managing Director of the Company since 2016. With his passionate entrepreneurial skills, Mr. Anuj Talwar has spearheaded many pioneering initiatives for Company as well as its JV Companies, viz. Marelli Talbros Chassis Systems Private Limited and Talbros Marugo Rubber Private Limited.

As an enthusiastic young leader, he has been actively involved in strategic and leadership role as Joint Managing Director. His active participation in day to day business operation as well as in various industry related events has given him the experience at the forefront of Indian Automotive industry and deep knowledge of Company’s business. Shareholders of the Company at their 66<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September, 2023 had approved the re-appointment of Mr. Anuj Talwar as Joint Managing Director for a period of 3 years from 14<sup>th</sup> August, 2024 to 13<sup>th</sup> August, 2027, liable to retire by rotation. However, Mr. Anuj Talwar has informed the Board of Directors vide his letter dated 21<sup>st</sup> January, 2026 that that he will vacate the Office of Joint Managing Director on the close of working hours on 31<sup>st</sup> March, 2026 and would continue to hold the office of Director of the Company.

The Board of Directors on the recommendation of Nomination and Remuneration Committee has proposed to appoint Mr. Anuj Talwar as Managing Director, KMP of the Company, for a period of 3 years from with effect from 1<sup>st</sup> April, 2026.

Approval of members by way of special resolution is sought for the appointment of Mr. Anuj Talwar as Managing Director (Key Managerial Personnel) of the Company for a period of 3 years from 1<sup>st</sup> April, 2026 on the remuneration as set out in the resolution at Item no. 2 of Postal Ballot Notice.

Mr. Anuj Talwar has given the consent for his appointment as Managing Director (Key Managerial Personnel) of the Company. Further, as per confirmation received from him, he is not disqualified in terms of Section 164 of the Companies Act, 2013 and he is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.

Pursuant to the provisions of Section 190 of the Companies Act, 2013, the written memorandum setting out the terms and conditions including remuneration and other relevant documents relating to the appointments of Mr. Umesh Talwar and Mr. Anuj Talwar are open for inspection at the Registered Office of the Company during the business hours on any working day of the Company without payment of fee. The members seeking to inspect the same can send an email to [seema\\_narang@talbros.com](mailto:seema_narang@talbros.com).

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolutions at Item No. 1 & 2 is annexed hereto as **Annexure-I** to the Notice.

Relevant details in respect of Mr. Umesh Talwar and Mr. Anuj Talwar pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) are provided in **Annexure-II** to the Notice.

Except Mr. Naresh Talwar and Mr. Anuj Talwar being relatives of Mr. Umesh Talwar, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the special resolution set out at Item No. 1 of the Notice.

Except Mr. Umesh Talwar being relative of Mr. Anuj Talwar, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the special resolution set out at Item No. 2 of the Notice.

The Board of Directors recommend the Special Resolutions at Item No. 1 and 2 of this Notice for the approval of the Members.

### **ITEM NO.3**

Mr. Varun Talwar is on the Board of the Company since 2008. He has more than two decades of industrial experience and expertise of automotive industry.

Keeping in view of his entrepreneurial skills and contributions to the Company's business especially in Forging Division and on recommendation of Nomination and Remuneration Committee and the Board of Directors, it is proposed to appoint Mr. Varun Talwar as Vice Chairman and Managing Director of the Company for a period of 3 years with effect from 1<sup>st</sup> April, 2026, liable to retire by rotation. He shall not draw any remuneration from the Company. However, he shall be entitled to the following:

- a) Entertainment expenses incurred by Vice Chairman and Managing Director in the course of the business of the Company.
- b) Travel expenses of Mr. Varun Talwar, Vice Chairman and Managing Director and his accompanying spouse, while on business tours in India and abroad to be borne by the Company.

Mr. Varun Talwar has given the consent for his appointment as Vice Chairman and Managing Director (Key Managerial Personnel) of the Company. Further, as per confirmation received from him, he is not disqualified in terms of Section 164 of the Companies Act, 2013 and he is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.

Except Mr. Naresh Talwar and Mr. Vidur Talwar being relatives of Mr. Varun Talwar, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the special resolution set out at Item No. 3 of the Notice.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolution at Item No. 3 is annexed hereto as **Annexure-I** to the Notice.

Relevant details in respect of Mr. Varun Talwar pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) is provided in **Annexure-II** to the Notice.

The Board of Directors recommend the Special Resolutions at Item No. 3 of this Notice for the approval of the Members.

**The statement containing required information as required under Section II, Part II of the Schedule V of the Companies Act, 2013**

**I. General Information**

Nature of Industry	Manufacturing Auto Components		
Date of commencement of commercial operation	The Company was incorporated on 8 <sup>th</sup> September, 1956 and it has started its Commercial production in 1957.		
<b>Financial Performance:</b>	<b>Financial Year</b> (Rs. In Lacs)		
<b>Financial Parameters</b>	<b>2022-23</b>	<b>2023-24</b>	<b>2024-25</b>
Revenue from operations	64,718.32	77,826.68	82,705.22
Other Income	619.95	1,377.47	1,885.61
Total Income	65338.27	79,204.15	84,590.83
Total Expenses	59496.87	70,279.13	74,303.56
Profit before exceptional items and income tax	5,841.40	8,925.02	10,287.27
Exceptional items	-	7,653.48	-
Profit Before Tax (PBT)	5,841.40	16,578.50	10,287.27
Tax Expenses	1471.07	3,672.28	2,500.02
Profit After Tax (PAT)	4,370.33	12,906.22	7,787.25

**Foreign investments or collaborators, if any:**

- a) Marelli Talbros Chassis Systems Private Limited (JV with Marelli Suspension S.p.A, Italy)
- b) Talbros Marugo Rubber Private Limited (JV with Marugo Rubber Industries Limited, Japan)

**II. Information about the appointees:**

Name	Mr. Umesh Talwar	Mr. Anuj Talwar	Mr. Varun Talwar
Background Details	Mr. Umesh Talwar has done B.Com (Hons.) from Hindu College, Delhi University and MBA from XLRI, Jamshedpur. He has more than 49 years of experience in the Automotive Component Industry. He has been associated with the Company since 1977	Mr. Anuj Talwar is a Bachelor in Business Administration from College of William & Mary, Virginia, USA and Master of Business Administration from Boston University Graduate School of Management	Mr. Varun Talwar is BS in Business Administration from Drexel University, Philadelphia, USA
Past remuneration	FY 2022-23: Rs. 175.00 Lacs FY 2023-24: Rs. 194.99 Lacs FY 2024-25: Rs. 194.99 Lacs	FY 2022-23: Rs. 150.00 Lacs FY 2023-24: Rs. 194.99 Lacs FY 2024-25: Rs. 194.99 Lacs	-
Recognition or awards	-	-	-
Job profile and his suitability	Mr. Umesh Talwar is responsible for day to day management and administration of the Company's operations subject to the superintendence, direction and control of the Board.	Mr. Anuj Talwar is responsible for coordinating with Joint Venture Companies, particularly Magneti Marelli Talbros Chassis Systems Private Limited and Talbros Marugo Rubber Private Limited as well as new business developments	Mr. Varun Talwar has more than two decades of industrial experience and expertise of automotive industry. He has contributed to the Company's business especially in Forging Division.

Remuneration proposed	As set out in the explanatory statement for resolutions at item no. 1 and 2 of this Notice, the remuneration to Chairman and the Managing Director has been approved by the Nomination and Remuneration Committee in its meeting held on 24 <sup>th</sup> January, 2026 & by Board of Directors in its meeting held on 11 <sup>th</sup> February, 2026.		-
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. Umesh Talwar and Mr. Anuj Talwar and the profile being handled by them, 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.		Not applicable
Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any	Besides, the remuneration proposed, Mr. Umesh Talwar does not have any other pecuniary relationship with the Company. However, Mr. Umesh Talwar is related to Mr. Naresh Talwar being his brother and to Mr. Anuj Talwar being his father.	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.	Mr. Varun Talwar does not have any pecuniary relationship with the Company. However, Mr. Varun Talwar is related to Mr. Naresh Talwar being his son and Mr. Vidur Talwar being his brother.

### III. Other Informations

Reasons for loss or inadequate profits	There are no losses and the Company does not envisage any loss or inadequate profits during the tenure of appointment of Mr. Umesh Talwar and Mr. Anuj Talwar. However, approval of the members by way of Special Resolution is sought as a matter of abundant caution in order to ensure continuity in payment of remuneration to the Whole time directors irrespective of the unforeseen volatility in operations/profitability and also as per the requirements of Section II of Part II of Schedule V to the Companies Act, 2013.
Steps taken or proposed to be taken for improvement	The management makes continuous endeavors and efforts to bring an increase in the productivity and profitability. These efforts, inter alia include the following: <ul style="list-style-type: none"> <li>• The Company is exploring new markets/buyers in the international markets to increase export sales.</li> <li>• The Company is concentrating on the replacement market sale and has introduced new marketing strategies to it further.</li> <li>• The Company has taken various initiatives to save on the cost so as to improve the profit margin.</li> </ul>
Expected increase in productivity and profits in measurable terms	The management hopes that the momentum of growth would be in double digits. However, the actual results may differ due to factors like changes in Government regulations, tax laws, economic developments within and outside the country and other related factors.

### IV. Disclosures

i.	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors;	Remuneration package of the Disclosures in the Board of Director's report under the heading "Corporate Governance" has already been included in Annual Report for FY 2024-25. The requisite details of
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ii.	Details of fixed component and performance linked incentives along with the performance criteria	remuneration of Directors paid/ to be paid in the Financial Year 2025-26 shall be included in the Corporate Governance Report, forming part of the Annual Report of FY 2025-26 of the Company. Further the requisite details of remuneration of Directors to be paid (as mentioned for Item No. 1 & 2 of this Notice) in the Financial Year 2025-26 shall be included in the Corporate Governance Report, forming part of the Annual Report of FY 2025-26 of the Company
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	

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings (“SS-2”).

**DETAILS OF DIRECTOR SEEKING APPOINTMENT THROUGH POSTAL BALLOT PROCESS**

<b>Name of Director</b>	<b>Umesh Talwar</b>	<b>Anuj Talwar</b>	<b>Varun Talwar</b>
DIN	00059271	00628063	00263984
Date of Birth	29-09-1950	19-12-1980	20-06-1969
Age (in years)	75 years	45 years	56 years
Nationality	Indian	Indian	Indian
Qualification	B.Com (Hons.) from Hindu College, Delhi University and MBA from XLRI, Jamshedpur. He has more than 49 years of experience in the Automotive Component Industry. He has been associated with the Company since 1977	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 from Drexel University, Philadelphia, USA
Experience (including expertise in specific functional area)/ Brief Resume	He is one of the Promoters and has been managing the affairs of the Company as its Vice Chairman & Managing Director (VCMD) since 2000. Under his leadership the Company has received various awards and recognition.	Business Management, Strategic Leadership, Finance and extensive knowledge of operations and technology of Automobile Industry. He has over 20 years of rich experience in the Corporate Finance, Credit analysis and Auto Industry. He has been associated with the Company since 2008	He has expertise in Business Management, Leadership, Finance and indepth knowledge of Automobile Industry. He also possesses years of rich experience in the IT Sector and Health Care Industry. The Company benefit immensely with the entrepreneurial skills and contributions especially in Forging division.
Terms and Conditions of Appointment/ Reappointment	Appointment as Executive Chairman of the Company not liable to retire by rotation.	Appointment as Managing Director of the Company. In terms of the provision of Section 152(6) of the Act, Mr. Anuj Talwar is liable to retire by rotation.	Appointment as Vice Chairman and Managing Director of the Company. In terms of the provision of Section 152(6) of the Act, Mr. Varun Talwar is liable to retire by rotation.
Remuneration Proposed to be Paid	As set out in the resolution at Item No.1 of Postal Ballot Notice.	As set out in the resolution at Item No.2 of Postal Ballot Notice.	No remuneration. However, he will be entitled for reimbursement of entertainment expenses and travel expenses with spouse.
Remuneration last drawn	Monthly remuneration of Rs. 15,15,000/-	Monthly remuneration of Rs. 15,15,000/-	NIL
Date of first appointment on the Board	18 <sup>th</sup> April, 2000	14 <sup>th</sup> August, 2012	14 <sup>th</sup> August, 2008

Shareholding in the Company as on the Date of Notice including shareholding as beneficial owner	937550	1875090	1406320
Relationship with Directors Inter-se	Mr. Umesh Talwar is brother of Mr. Naresh Talwar and father of Mr. Anuj Talwar	Mr. Anuj Talwar is the son of Mr. Umesh Talwar	Mr. Varun Talwar is the son of Mr. Naresh Talwar and brother of Mr. Vidur Talwar.
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets	Not Applicable	Not Applicable	Not Applicable
List of Directorships held in other Companies (excluding foreign companies)	1.QH Talbros Private Limited	1. QH Talbros Private Limited 2. Talbros Marugo Rubber Private Limited 3. Marelli Talbros Chassis Systems Private Limited 4.Talbros International Private Limited 5. T & T Motors Private Limited	1. QH Talbros Private Limited 2. Talbros Marugo Rubber Private Limited 3. Marelli Talbros Chassis Systems Private Limited 4. T&T Motors Private Limited 5. Talbros International Private Limited 6. Pooja Talwar Development & Enrichment Centers Private Limited
Number of meetings of the Board attended during the financial year 2024-25	4	4	3
Chairman/Member of the Committee of the Board of other Companies	<u>Corporate Social Responsibility Committee</u> • Talbros Automotive Components Limited	<u>Stakeholders' Relationship Committee</u> • Talbros Automotive Components Limited	NIL
Listed entities from which the person has resigned in the past three years	NIL	NIL	NIL

By Order of the Board  
For **Talbros Automotive Components Limited**  
Sd/-

**Seema Narang**  
Company Secretary  
Membership No.: A9820

**Date: 11<sup>th</sup> February, 2026**

**Place: Faridabad**

**Registered Office:**

**14 / 1, Delhi-Mathura Road,  
Faridabad, Haryana, 121003**

**Website: [www.talbros.com](http://www.talbros.com)**

**E-mail: [seema\\_narang@talbros.com](mailto:seema_narang@talbros.com)**

**CIN- L29199HR1956PLC033107**