

TALBROS AUTOMOTIVE COMPONENTS LIMITED

CIN: L29199HR1956PLC033107

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

Tel No.: 0129-2251482, Website: www.talbros.com, Email: seema_narang@talbros.com

NOTICE

NOTICE is hereby given that the **67th Annual General Meeting** of the members of Talbros Automotive Components Limited will be held on **Wednesday the 25th day of September, 2024** at **12.00 Noon** through **video conferencing/ other audio visual means (VC/OAVM)** to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements (Standalone and Consolidated).

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2024 including Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Statutory Auditors thereon and in this regard pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2024 including the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Statutory Auditors thereon be and are hereby received, considered and adopted.”

2. Confirmation of Interim Dividend.

To confirm the payment of Interim Dividend @ 10 % i.e. ₹ 0.20 per fully paid-up equity share of ₹ 2/- each of the Company for the financial year 2023-24 and in this regard pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Interim Dividend @ 10 % i.e. ₹ 0.20 per fully paid-up equity share of ₹ 2/- each of the Company for the financial year 2023-24, as approved by the Board of Directors at their meeting held on November 8, 2023 and already paid to the shareholders, be and is hereby noted and confirmed.”

3. Declaration of Final Dividend.

To declare Final Dividend @ 25% i.e. ₹ 0.50 per fully paid-up equity share of ₹ 2/- each of the Company for the financial year 2023-24, in addition to the Interim

Dividend already paid and in this regard pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Final Dividend @ 25% i.e. ₹ 0.50 per fully paid-up equity share of ₹ 2/- each, as recommended by the Board of Directors for the financial year 2023-24, be and is hereby declared and the same be paid out of the profits of the Company to the members whose names appear in the Register of member/Beneficial owners as on September 19, 2024 .”

4. Re-appointment of Mr. Vidur Talwar as Director.

To re-appoint Mr. Vidur Talwar (DIN: 00114643) as Director, who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, if any (including any statutory modifications or re-enactments thereof) and the Articles of Association of the Company, Mr. Vidur Talwar (DIN: 00114643) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:

5. Continuation of Directorship of Mr. Naresh Talwar (DIN: 00059155) as Chairman and Non-Executive Non-Independent Director.

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

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) and 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the members of the Company be and is

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hereby accorded for continuation of Directorship of Mr. Naresh Talwar (DIN: 00059155), having attained the age of more than seventy-five years, as Chairman and Non-Executive Non-Independent Director of the Company, not liable to retire by rotation, for a further period of five years with effect from April 01, 2024 to March 31, 2029.”

6. Re-appointment and continuation of Mr. Ajay Kumar Vij (DIN: 00164984) as an Independent Director of the Company for a second term of five consecutive years w.e.f. September 25, 2024.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Ajay Kumar Vij (DIN: 00164984), who was appointed as an Independent Director at the 62nd AGM of the Company for a term of five years and who holds office up to September 24, 2024 and who is eligible for re-appointment and who meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 along with the Rules framed thereunder, who has submitted a declaration to that effect and whose appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from September 25, 2024 up to September 24, 2029.

RESOLVED FURTHER THAT Mr. Ajay Kumar Vij shall continue to hold office of an Independent Director as soon as he is reappointed and such reappointment as Director shall not be deemed to constitute a break in his appointment as an Independent Director.”

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

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 Sections 149, 150, 152 and any other applicable provisions 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) read with Schedule IV to the Companies Act, 2013 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajat Verma (DIN: 02548070), who was appointed as an Additional Director of the Company with effect from August 07, 2024 under Section 161(1) of the Companies Act, 2013 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and who meets the criteria for independence, and whose term of office as an Additional Director expires at this Annual General Meeting, and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received from a shareholder in the prescribed manner, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for first term of five consecutive years with effect from August 07, 2024 to August 06, 2029.

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

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

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 Sections 149, 150, 152 and any other applicable provisions 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) read with Schedule IV to the Companies Act, 2013 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rakesh Vohra (DIN: 00836463), who was appointed as an Additional Director of the Company with effect from August 07, 2024 under Section 161(1) of the Companies Act, 2013 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and who

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meets the criteria for independence, and whose term of office as an Additional Director expires at this Annual General Meeting, and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received from a shareholder in the prescribed manner, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for first term of five years with effect from August 07, 2024 to August 06, 2029.

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

9. **Renewal of Agreement with QH Talbros Private Limited and approval of transactions for Sale/Purchase of Company's products.**

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), (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 renew the existing Agreement with M/s. QH Talbros Private Limited, a related party, for a further period of three years with effect from April 01, 2025 to March 31, 2028 for carrying out and/or continuing with contracts/arrangements/ transactions for Sale/Purchase of Company's products including but not limited to Gaskets, Forgings and other Auto Parts upto maximum amount of ₹ 95 Crores in one financial year, exclusive of applicable taxes, on the terms and conditions as mentioned in the Agreement.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to decide the terms and conditions of the Agreement and to do all such acts, deeds or things as may be necessary to give effect to the above resolution and to modify any terms of the Agreement without being required to seek any further consent or approval of the members of Company, or otherwise to the end and intent that they shall be

deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the applicable Regulations of SEBI Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the members of the Company be and is hereby also accorded to the Board of Directors of the Company to enter into and/or continuing with contracts/arrangements/ transactions with M/s. QH Talbros Private Limited for Sale/Purchase of Company's products including but not limited to Gaskets, Forgings and other Auto Parts upto maximum amount of ₹ 95 Crores, exclusive of applicable taxes, during FY 2024-25.”

10. **Remuneration of Cost Auditors.**

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

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, the remuneration payable to M/s Vijender Sharma & Co., Cost accountants (Firm Registration No. 00180) appointed as Cost Auditors by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025 amounting to ₹ 1.75 Lacs exclusive of applicable taxes thereon and reimbursement of out of pocket expenses on actual basis incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.

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

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

Sd/-

**Seema Narang
Company Secretary**

Place: Gurugram
Date: August 07, 2024

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), which sets out details relating to Special Businesses at the meeting, is annexed hereto.

The relevant details, pursuant to applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on general meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment/re-appointment at this AGM is annexed as **Annexure-1**.

2. **The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated May 05, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2023 dated September 25, 2023 (MCA Circulars), has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till September 30, 2024. In accordance with MCA Circulars, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and provisions of the Companies Act, 2013 the Annual General Meeting (AGM) will be conducted through video conferencing/other audio visual means (VC/OAVM). Members can attend and participate in the 67th AGM through VC/OAVM. The deemed venue for the AGM will be the Registered Office of the Company and the physical attendance of the members at a common venue has been dispensed with.**

ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO NOTICE OF THE 67TH AGM.

3. Institutional/corporate shareholders (i.e. other than individuals, HUF, NRI, etc.), are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorisation etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting pursuant to section 113 of the Companies Act, 2013 on evoting@nsdl.com and seema_narang@talbros.com.

4. a) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members who need assistance before or during the AGM and e-voting user manual for Members available on the website www.evoting.nsdl.com under the 'Downloads Section'. You can also contact NSDL at 022 - 4886 7000 or Ms. Pallavi Mhatre, Senior Manager, NSDL, at designated e-mail IDs: evoting@nsdl.com who will address the grievances related to electronic voting.
- b) The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting and after conclusion of the meeting, by following the procedure mentioned in these notes. The facility of participation at the AGM through VC/OAVM will be made available for maximum of 1000 members on first come first served basis. However, this will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the applicable circulars, the Company is providing facility of remote e-voting and e-voting at AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well e-voting during the AGM will be provided by NSDL.

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7. In accordance with the aforesaid MCA Circulars, the Notice of the AGM along with the 67th Annual Report of the Company is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. The Company shall send the physical copy of Notice of the AGM along with the 67th Annual Report to only those Members who request the same at seema_narang@talbros.com mentioning their Folio No. / DP ID and Client ID.
8. **Members may also note that the Notice of the 67th AGM and the Annual Report for financial year 2023-24. are available on the website of the Company www.talbros.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com and on the website of NSDL i.e., www.evoting.nsdl.com.**
9. **Members desiring any information relating to the annual accounts or any document pertaining to the explanatory statement are requested to send an email to the Company at seema_narang@talbros.com at least ten (10) days before the AGM.**
10. **The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 19, 2024 to Wednesday, September 25, 2024 (both days inclusive) for the purpose of 67th Annual General Meeting and for determining entitlement of Members to final dividend for the financial year ended, March 31, 2024 as approved at the 67th AGM.**
11. Subject to the provisions of Section 123 of the Act, Final Dividend as recommended by the Board of Directors, if declared at the AGM will be paid to the Members on the basis of the details of beneficial ownership furnished by the Depositories, as at the close of Wednesday, September 18, 2024 and in respect of shares held in physical form to those members whose names will appear in the Register of Members of the Company, after giving effect to valid transmission and transposition requests lodged with the Company, as on close of Wednesday, September 18, 2024.
12. Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, etc. In view of this as also to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode.
13. Members may please note that as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 3rd November, 2021 as amended from time to time, the latest being SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, Members, who hold shares in physical form and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode with effect from April 01, 2024. Accordingly, payment of final dividend, subject to approval by the Members in the AGM, shall be paid to physical holders only after the above details are updated in their folios. Members may refer to FAQs issued by SEBI in this regard available on their website at https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf (FAQ Nos. 38 & 39). Members are requested to update their KYC details by submitting the Investor Service Request (ISR) Forms, viz. ISR-1, ISR-2, ISR-3/SH-13, as applicable, duly complete and signed by the registered holder(s) so as to reach our RTA, on or before to September 14, 2024. So that the folios can be KYC updated before the "Book Closure date from September 19, 2024 to September 25, 2024. ISR Forms can be accessed from our website at <https://www.talbros.com/investor-services>.
14. In terms of the provisions of the Income Tax Act, 1961 ("the Act") as amended by the Finance Act, 2020, dividend paid or distributed by a Company on or after April 01, 2020 is taxable in the hands of the Members. The Company is, therefore, required to deduct tax at source at the time of payment of dividend to the Members.
For resident members: Tax will be deducted at source ("TDS") under Section 194 of the Act (read with Press Release dated May 13, 2020) @ 10% on the amount of dividend payable unless exempt under any of the provisions of the Act. However, in case of individuals, TDS would not apply if the aggregate of total dividend distributed to them by the Company during financial year does not exceed ₹ 5,000/-.

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Tax at source will **NOT** be deducted where a member provides Form 15G (applicable to Individual in case of dividend) / Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met. Blank Form 15G and 15H can also be downloaded from the website of the RTA viz. [Form15H.pdf \(kfintech.com\)](#)

The Permanent Account Number (PAN) will be mandatorily required. If PAN is not submitted, Tax at source will be deducted @ 20% as per Section 206AA of the Act.

In order to provide exemption from withholding of tax, the following organisations must provide a self-declaration as listed below:

- **Insurance companies:** A declaration that they are beneficial owners of shares held.
- **Mutual Funds:** A declaration that they are governed by the provisions of Section 10(23D) of the Act along with copy of registration documents (self-attested).
- **Alternative Investment Fund (AIF) established in India:** A declaration that its income is exempt under Section 10(23FBA) of the Act and they are established as Category I or Category II AIF under the SEBI Regulations. Copy of registration documents (self-attested) should be provided.
- **New Pension System Trust:** A declaration that they are governed by the provisions of Section 10(44) [subsection 1E to Section 197A] of the Act along with copy of registration documents (self-attested).
- **Corporation established by or under a Central Act** which is, under any law for the time being in force, exempt from income tax on its income - Documentary evidence that the person is covered under Section 196 of the Act.
- **For non-resident members:** Tax is required to be withheld in accordance with the provisions of Section 195 of the Act at applicable rates in force. As per the relevant provisions of the Act, the tax shall be withheld @ 20% (plus applicable surcharge and cess) on the amount of dividend payable. However, as per Section 90 of the Act, a non-resident member has the option to be governed

by the provisions of the Double Tax Avoidance Agreement (“DTAA”) between India and the country of tax residence of the member, if they are more beneficial to the member. For this purpose, i.e. to avail tax treaty benefits, the non-resident member will have to provide the following:

- i) Self-attested copy of Permanent Account Number (PAN Card), if any, allotted by the Indian income tax authorities;
- ii) Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the member is resident;
- iii) Self-declaration in Form 10F, if all the details required in this form are not mentioned in the TRC;
- iv) Self-declaration by the non-resident member of having no permanent establishment in India in accordance with the applicable Tax Treaty;
- v) Self-declaration of beneficial ownership by the non-resident member.

The documents referred to in point nos. (iii) to (v) can be downloaded from the website of the RTA viz. [Tax Exemption Forms Registration \(kfintech.com\)](#)

The Resident Non-Individual Members i.e. Insurance companies, Mutual Funds and Alternative Investment Fund (AIF) established in India and Non-Resident Non-Individual Members i.e. Foreign Institutional Investors and Foreign Portfolio Investors may alternatively submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL platform, on or before the aforesaid timelines.

The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by non-resident member.

Notwithstanding the above, tax shall be deducted at source @ 20% (plus applicable surcharge and cess) on dividend paid to Foreign Institutional Investors and Foreign Portfolio Investors under section 196D of the Act. Such rate shall not be reduced on account

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of the application of the lower DTAA rate, if any.

To enable us to determine the appropriate TDS / withholding tax rate applicable, we request you to provide the above details and documents not later than Monday, September 09, 2024.

To summarise, dividend will be paid after deducting the tax at source as under:

- NIL for resident members receiving dividend up to ₹ 5,000/- or in case Form 15G / Form15H (as applicable) along with self-attested copy of the PAN is submitted.
- 10% for resident members in case PAN is provided / available.
- 20% for resident members, if PAN is not provided / not available.
- Tax will be assessed on the basis of documents submitted by the non-resident members.
- 20% plus applicable surcharge and cess for non-resident members in case the aforementioned documents are not submitted.
- Lower / NIL TDS on submission of self-attested copy of the certificate issued under Section 197 of the Act.

Kindly note that the aforementioned documents should be sent through e-mail to einward.ris@kfintech.com and rajeev.kr@kfintech.com.

No communication on the tax determination / deduction shall be entertained after September 09, 2024.

In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. No claim shall lie against the Company for such tax deducted.

In the event the Company is unable to pay the dividend to any member directly in their bank accounts, the Company will dispatch the dividend warrant/ Bankers' cheque/ demand draft/etc. to such member, as the case may be at the earliest once the normalcy is restored.

All dividend remaining unclaimed/unpaid for a period of seven years from the date it became due for payment, will be transferred to the Investor Education and Protection Fund established by the Central Government. Members who have not yet encashed their dividend warrant(s) are requested to make their claims without any delay.

15. Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:

Shares held in physical form: Members are requested to send the following details/documents to the Company's Registrars and Transfer Agent ('RTA'), M/s KFIN Technologies Limited by **Wednesday, September 18, 2024**:

- a) Form ISR-1 along with supporting documents. The said form is available on website of the RTA at http://karisma.kfintech.com/downloads/2Form_ISR-1.pdf
- b) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:
 - i. Cancelled cheque in original, or
 - ii. Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch
 - iii. Self-attested copy of the PAN Card of all the holders; and Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

Shares held in Electronic form: The members are requested to update their bank details with their Depository Participants or Registrar and Transfer Agent (RTA) for the purpose of receiving dividend.

Nomination facility: In terms of Section 72 of the Companies Act, 2013 shareholders are entitled to make nomination in respect

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of shares held by them in physical form. Shareholders desirous of making nomination are requested to send their request in Form SH-13 for nomination and Form ISR-3 or Form SH-14 for cancellation/ variation as the case may be to the RTA.

The said form is available at <https://ris.kfintech.com/clientservices/isc/>

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate

securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company's RTA at <http://karisma.kfintech.com/downloads/Form-ISR-4.pdf> and on Company's website at https://www.talbro's.com/_files/ugd/91a204_f02404416e534675925ff93d08a9061b.pdf

All Investor related communication may be addressed to the RTA/Company at the following address:

Company Address:	RTA Address:
Company Secretary & Compliance Officer Talbro's Automotive Components Limited 14/1, Delhi Mathura Road, Faridabad –121003 Tel: +91-129- 2251456/ 2251482 Email: seema_narang@talbro's.com	M/s KFIN Technologies Limited, Unit: Talbro's Automotive Components Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally Hyderabad 500 008, India Email: rajeev.kr@kfintech.com

16. Register of contracts or arrangements in which directors are interested will be available at the commencement of AGM and remain open and accessible during the continuance of the AGM to any person attending meeting through VC/OAVM.
17. Register of Directors and Key Managerial Personnel will also be kept open for inspection during the AGM and accessible to the persons attending the AGM through VC/OAVM.
18. Members may please note that the unclaimed dividend in respect of the 2016-17 must be claimed by the concerned members on or before September 30, 2024, failing which it will be transferred to the Investor Education & Protection Fund authority, in accordance with the relevant provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"). Members are requested to write to company/KFIN, for claiming unclaimed dividend.
19. Attention of the members is drawn to the provisions of Section 124(6) of the Act which requires a company to

transfer all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more in the name of IEPF Authority. In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has intimated the shareholders whose shares are liable to be transferred in the name of IEPF Authority. Members are advised to visit the website of the Company www.talbro's.com to ascertain such details.

20. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER-

- a) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of voting through electronic means to its members. Members of the

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Company can transact all the items of the businesses with the facility of voting through electronic means through e-Voting Services provided by National Securities Depository Limited (NSDL).

- b) The members who have casted their vote by remote e-voting prior to the meeting may also participate in the meeting through VC/OAVM but shall not be entitled to cast their vote again.
- c) The “cut-off” date for determining the eligibility for voting through remote electronic voting system is fixed as Thursday, September 19, 2024. The voting rights of the shareholders shall be in proportion to their shares on the total paid-up equity share capital as on the cut-off date.
- d) Ms. Kiran Sharma, a practicing Company Secretary (Membership no. 4942), has been appointed as the scrutinizer to scrutinize the remote e-voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.
- e) The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the resolution(s), invalid votes, if any, and whether the resolution(s) has/have been carried or not, to the Chairman or a person authorised by him. The result along with the Scrutinizer's Report will be published on the website of the Company at www.talbros.com and on the website of NSDL at www.evoting.nsd.com. The results shall be simultaneously communicated to BSE Limited and National Stock

Exchange of India Limited, where the securities of the Company are listed.

OTHER INFORMATION RELATED TO REMOTE E-VOTING PROCEDURE-

The remote e-voting facility will be available during the following voting period:

Commencement of e-voting	Sunday, September 22, 2024 at 9:00 A.M.(IST)
End of e-voting	Tuesday, September 24, 2024 at 5:00 P.M. (IST)

The remote e-voting module shall be disabled by NSDL for voting thereafter.

The manner of voting 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 and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 09, 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.

NSDL provides IDeAS (Internet based Demat Account Statement) to its clients to enable shareholders to view balances and transactions in demat accounts updated on an online basis.

Notice (Contd.)

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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal 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 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

Notice (Contd.)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>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 or joining virtual meeting & voting during the meeting. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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 or joining virtual meeting & voting during the meeting.</p>

Important notes:

1. Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.
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 to reset the password.

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	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 evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Notice (Contd.)

B) Login Method for e-Voting and joining virtual meeting 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.nsd.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.nsd.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 101456 then user ID is 101456001***.

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.nsd.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsd.com.

Notice (Contd.)

- c) If you are still unable to get the password by aforesaid two options, you can send a request at 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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 on the resolution, you will not be allowed to modify your vote.

Instructions for those shareholders whose e-mail 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 e-mail to 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 Aadhaar Card) to seema_narang@talbros.com. If you are an Individual shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to 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 09, 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.

The instructions for Members for E-Voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Notice (Contd.)

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

21. Instructions for attending AGM of the Company through VC/OAVM:

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- ii. Members are requested to participate on first-come-first-served basis, as participation at the meeting through video conferencing will be limited to maximum of 1000 members. The meeting can be joined 30 minutes before the scheduled time of AGM and will be closed on the expiry of 30 minutes from the scheduled time of the AGM. However, there will be no such restrictions for participation at the meeting by large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
- iii. The procedure for e-Voting on the day of the AGM is same as the instructions for remote e-voting mentioned below.
- iv. Members are encouraged to join the Meeting through Laptops for better experience. Further,

members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/ folio number, email id, mobile number at seema_narang@talbros.com by Monday, September 16, 2024 (5.00 p.m. IST).

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and speakers depending upon the availability of time at the AGM.

- vi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members who need assistance before or during the AGM and e-voting user manual for Members available on the website www.evoting.nsdl.com under the 'Downloads Section'. You can also contact NSDL at 022 - 4886 7000 or Ms. Pallavi Mhatre, Senior Manager, NSDL, at designated e-mail IDs: evoting@nsdl.com who will address the grievances related to electronic voting.

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

Place: Gurugram
Date: August 07, 2024

**Sd/-
Seema Narang
Company Secretary**

Notice (Contd.)

EXPLANATORY STATEMENT IN RESPECT OF ITEMS OF SPECIAL BUSINESS:

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013 (Act), sets out all the material facts relating to the business proposed to be transacted under Item Nos. 5 to 10 of the accompanying Notice dated August 07, 2024.

Item No. 5

In terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI Listing Regulations"), with effect from April 01, 2019 no listed Company shall appoint or continue the appointment of a Non-Executive Director, who has attained the age of 75 years unless a Special Resolution is passed to that effect.

Members of the Company had approved the continuation of Directorship of Mr. Naresh Talwar (DIN: 00059155) with effect from April 01, 2019, as Chairman and Non-Executive Director, having attained the age of more the seventy-five years by way of a Special Resolution passed through Postal Ballot on March 30, 2019.

In terms of Regulation 17(1D) of SEBI Listing Regulations with effect from April 01, 2024, the continuation of a Director serving on the Board of Directors of a listed Company shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be.

In order to comply with the requirement of Regulation 17 of SEBI Listing Regulations approval of members of the Company is sought by way of a Special Resolution for continuation of Directorship of Mr. Naresh Talwar as Chairman and Non-Executive Non-Independent Director of the Company, not liable to retire by rotation, for a further period of five years with effect from April 01, 2024.

Mr. Naresh Talwar is one of the Promoters of the Company and has been associated with the Company since 1976. In his career span, he has worked with several companies of the Talwar Group and has extensive knowledge, profound acumen, specialised expertise, rich and varied experience in the automotive component industry. His involvement in the operations of the Company over a long period of time and his pioneering role in guiding the Company for its

diversification and growth and has immensely benefitted the Company to emerge as a leader in Gasket business. Under his Chairmanship, the Company has grown and is sustaining its position as leading auto components manufacturer. In view of his continued good health and sound and active state of mind to perform his duties in an able and competent manner and in accordance with the recommendation of the Nomination and Remuneration Committee the Directors are of the opinion that his continuation as Chairman shall be in the best interests of the Company.

The details as stipulated under Regulation 36(3) of Listing Regulations and Secretarial Standards-2 along with brief profile of Mr. Naresh Talwar are mentioned in Annexure I to this Explanatory Statement.

Mr. Naresh Talwar holds 14,06,320 equity shares in the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Umesh Talwar, being brother of Mr. Naresh Talwar, Mr. Varun Talwar and Mr. Vidur Talwar, being sons of Mr. Naresh Talwar are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5.

The Board recommends the Special Resolution set out at Item no. 5 of the accompanying Notice for the approval by members of the Company.

Item No.6

Mr. Ajay Kumar Vij was appointed as an Independent Director at the 62nd AGM of the Company for a term of five years and holds office up to September 24, 2024.

The Board, based on the satisfactory performance evaluation considers that given his background, rich experience and contributions, the continued association of Mr. Ajay Kumar Vij would help the Company to achieve its objective of maximising shareholder worth and would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director on the Board of the Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Ajay Kumar Vij (DIN: 00164984) as an Independent Director, not liable to retire by rotation, for a second term of five consecutive years with effect from September 25, 2024 up to September 24, 2029.

Notice (Contd.)

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. Mr. Ajay Kumar Vij is not debarred from holding the office of Director pursuant to any SEBI Order.

The terms and conditions of his appointment shall be available, electronically, for inspection by the members and also at the Registered Office of the Company during normal business hours on any working day till the conclusion of the AGM. Electronic copy of the draft Letter of Appointment of Mr. Ajay Kumar Vij setting out terms and conditions shall be available in the heading - Board of Directors and its Committees under Investors section of the website of the Company at www.talbro's.com.

Mr. Ajay Kumar Vij will not be entitled to receive remuneration except Sitting Fee as approved by the Board of Directors in addition to reimbursement of expenses incurred for participation in Board and Committee Meetings, if any.

The Explanatory Statement may also be regarded as a disclosure under SEBI (Listing obligations and Disclosures Requirements) Regulations, 2015.

The details as stipulated under Regulation 36(3) of Listing Regulations and Secretarial Standards-2 along with brief profile of Mr. Ajay Kumar Vij are mentioned in Annexure I to this Explanatory Statement.

Mr. Ajay Kumar Vij does not hold any shares in the Company.

Except Mr. Ajay Kumar Vij, being an appointee, none of the Directors and/or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6.

The Board recommends the Special Resolution set out at Item no. 6 of the accompanying Notice for the approval by members of the Company.

Item No. 7

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Rajat Verma (DIN: 02548070) as an Additional Director (Non-Executive, Independent) of the Company effective from August 07, 2024, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and he holds office up to the date of the 67th Annual General Meeting.

The Board, based on the recommendation of Nomination and Remuneration Committee, recommends the appointment of Mr. Rajat Verma as Independent Director, not liable to retire by rotation for a term of five years commencing from August 07, 2024 upto August 06, 2029.

The Company has received the requisite declarations from Mr. Rajat Verma that he meets the criteria of independence. In the opinion of the Board, he fulfills the conditions as specified in the Act and Rules made thereunder and the Listing Regulations for his appointment and is independent of the management. He is person of integrity and possesses appropriate skills, experience, knowledge and qualification which would be beneficial to the interest of the Company. Keeping in view his vast experience and knowledge that he possesses, the Board considers that his association would be of immense benefit to the Company.

Mr. Rajat Verma does not hold any equity shares of the Company.

A notice in writing in the prescribed manner, as required under Section 160 of the Companies Act, 2013 and the rules made thereunder, has been received from a shareholder by the Company proposing the candidature of Mr. Rajat Verma for appointment as an Independent Director.

A copy of the draft letter for appointment of Mr. Rajat Verma as an Independent Director setting out the terms and conditions would be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at seema_narang@talbro's.com

This explanatory statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Mr. Rajat Verma, being an appointee, none of the Directors/KMPs of the Company or their relatives is concerned or interested, whether financially or otherwise in the resolution set out at Item No. 7.

The Board recommends the Special Resolution set out at Item no. 7 of the accompanying Notice for the approval by members of the Company.

Item No. 8

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Rakesh Vohra (DIN: 00836463) as an Additional Director (Non-Executive, Independent) of the Company effective from

Notice (Contd.)

August 07, 2024, pursuant to the provisions of Section 161(f) of the Companies Act, 2013 and he holds office up to the date of the 67th Annual General Meeting.

The Board, based on the recommendation of Nomination and Remuneration Committee, recommends the appointment of Mr. Rakesh Vohra as Independent Director, not liable to retire by rotation for a term of five years commencing from August 07, 2024 upto August 6, 2029.

The Company has received the requisite declarations from Mr. Rakesh Vohra that he meets the criteria of independence. In the opinion of the Board, he fulfills the conditions as specified in the Act and Rules made thereunder and the Listing Regulations for his appointment and is independent of the management. He is person of integrity and possesses appropriate skills, experience, knowledge and qualification which would be beneficial to the interest of the Company. Keeping in view his vast experience and knowledge that he possesses, the Board considers that his association would be of immense benefit to the Company.

Mr. Rakesh Vohra does not hold any equity shares of the Company.

A notice in writing in the prescribed manner, as required under Section 160 of the Companies Act, 2013 and the rules made thereunder, has been received from a shareholder by the Company proposing the candidature of Mr. Rakesh Vohra for appointment as an Independent Director.

A copy of the draft letter for appointment of Mr. Rakesh Vohra as an Independent Director setting out the terms and conditions would be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at seema_narang@talbros.com

This explanatory statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Mr. Rakesh Vohra, being an appointee, none of the Directors/KMPs of the Company or their relatives is concerned or interested, whether financially or otherwise in the resolution set out at Item No. 8.

The Board recommends the Special Resolution set out at Item no. 8 of the accompanying Notice for the approval by members of the Company.

Item No. 9

QH Talbros Private Limited (QHT) is an associate company and is a related party as per the provisions of Section 188 of the Companies Act, 2013, the Rules made thereunder and SEBI Listing Regulations.

Both Talbros Automotive Components Limited (TACL) and QHT are engaged in the business of manufacturing of auto parts. TACL has been supplying Auto Parts, Gaskets and Forgings etc. to QHT to meet its customer demands for the past several years in the ordinary course of business.

Members of the Company at their 64th Annual General Meeting held on September 27, 2021 had approved the Agreement for Sale/purchase of Company's products to/from QHT for a period of three years from April 01, 2022 to March 31, 2025.

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 01, 2022, states that all Material Related Party Transaction ('RPT') shall require approval of shareholders by means of an Ordinary Resolution and RPTs approved in an AGM shall be valid upto the date of the next AGM.

The Resolution at Item no. 9 of the accompanying Notice is for the renewal of Agreement with QHT for transactions of sale/purchase of Company's products namely Gaskets, Forgings and other auto parts with QHT for a period of three years from April 01, 2025 to March 31, 2028 upto maximum value aggregating to ₹ 95.00 Crores in one financial year, exclusive of applicable taxes and also for seeking shareholders' approval as stipulated under Regulation 23 of SEBI Listing Regulations for the said transactions upto maximum value of ₹ 95.00 crore, during the financial year 2024-25.

Basis the review and approval of the Audit Committee, the Board recommends the Ordinary Resolution set out at Item no. 9 of the accompanying Notice for the approval by members of the Company.

Information/ details of the proposed transactions, pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are given hereunder:

Notice (Contd.)

Sl. No.	Description	Details
a)	Name of the related party	QH Talbros Private Limited (QHT)
b)	Nature of relationship	QHT is an Associate Company of Talbros Automotive Components Limited (TACL). QHT and TACL are related parties.
c)	Nature and material terms of the proposed transaction	Sale/ Purchase of Company's products to/ from QHT including but not limited to Gaskets, Forgings and other auto parts. Pricing will be done as per the business standards of the Company.
d)	Value of the transaction	Maximum upto ₹ 95.00 Crores exclusive of applicable taxes
e)	Tenure of the transaction	Financial Year 2024-25
f)	Percentage value of proposed transactions of Company's annual consolidated turnover considering 2023-24 as the immediately preceding financial year	
g)	Justification as to why the related party transaction is in the interest of the Company	Both QHT and TACL are engaged in business of manufacturing of auto parts. QHT takes products from TACL and after processing /machining/ assembly sells the same to its customers. The Sale/purchase is done in ordinary course of business and at arm's length pricing. The transactions help the Companies to meet their customer demands and generation of revenue and business for both the Companies.
h)	Name of the Director/ KMP who is concerned/ interested	Mr. Naresh Talwar, Mr. Umesh Talwar, Mr. Vidur Talwar, Mr. Varun Talwar and Mr. Anuj Talwar are concerned/ interested being common Directors of both the Companies. No other Directors/Key Managerial Personnel and their relatives are in any way concerned or interested.
i)	Details of valuation or other external party report, if such report has been relied upon	Not Applicable
j)	Any other information that may be relevant	None

Item no. 10

The Board, on the recommendation of Audit committee, has approved the re-appointment of M/s. Vijender Sharma & Co., Cost Accountants (Firm Registration No. 00180) as the Cost Auditor of the Company to audit the cost records maintained by the Company for the financial year 2024-25.

M/s. Vijender Sharma & Co., Cost Accountants (Firm Registration No. 00180) have confirmed that they hold a valid certificate of practice under Sub-section (1) of Section 6 of the Cost and Works Accountants Act, 1959 and have given their consent to conduct Cost Audit for the financial year 2024-25

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 1,75,000/- (Rupees One Lac Seventy Five Thousand Only) exclusive of applicable taxes thereon and reimbursement of out of pocket expenses on actual basis incurred in connection payable to the Cost Auditors, as recommended by the Audit Committee

and approved by the Board is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought for ratification of remuneration payable to the Cost Auditors for the financial year 2024-25.

None of the Directors/Key Managerial Personnel of the Company/their relatives is concerned or interested, whether financially or otherwise, in the resolution set out at Item no. 10.

The Board recommends the Ordinary Resolutions set out at Item no. 10 of the accompanying Notice for the approval by members of the Company.

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

Place: Gurugram
Date: August 07, 2024

**Sd/-
Seema Narang
Company Secretary**

Notice (Contd.)

ANNEXURE -1 TO NOTICE OF 67th AGM

Details of Directors seeking Appointment/Re-appointment at the forthcoming Annual General Meeting (pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India are as under:

Name of the Director	Mr. Naresh Talwar	Mr. Vidur Talwar	Mr. Ajay Kumar Vij	Mr. Rajat Verma	Mr. Rakesh Vohra
Age / Date of Birth	83 years / 10.12.1940	52 years / 30.06.1971	63 years / 28.09.1960	47 years/ 21-06-1977	59 years/ 25.08.1965
Nationality	Indian	Indian	Indian	USA	Indian
Qualifications	Graduate from St. Stephen College, Delhi University	BS in Business Administration and MBA in Finance from Drexel University, Philadelphia, PA	MBA, Bachelor Degree in Science from Punjab University, Chandigarh	Engineering graduate from IIT Kanpur followed by MS in engineering from Stanford University, USA and MBA from Harvard Business school.	Commerce Graduate from Delhi University and qualified Chartered Accountant.
Expertise in specific functional areas	Rich and wide experience in the automotive components industry for more than 53 years.	Business Management, Strategic Leadership, Finance and extensive knowledge of Automobile Industry.	An entrepreneur and healthcare industry leader with global exposure of building, operating and acquiring businesses.	He has over 25 years of experience in technology industry.	He has over 35 years of experience as managing partner of M/s Vohra & Sehgal, Chartered Accountants and has vast experience in Management Consultancy, Accounting, Taxation, Audit, Financial Planning, Assurance and Business Advisory.
Brief Profile	Mr. Naresh Talwar, aged 83 years, is a Promoter and Non-Executive Chairman of the Company. He has been associated with the Company since 1976. He was elected as Chairman of the Company on April 01, 2000. He is a graduate from St. Stephen College, Delhi University, having rich experience in the automotive components industry for more than 53 years. He is one of the Promoters of the Company.	BS in Business Administration and MBA in Finance from Drexel University, Philadelphia, PA. 25 years of rich and varied experience in Automotive Components Industry, Strategic leadership, business and finance.	Mr. Ajay Kumar Vij, aged 63 years, has done MBA and Bachelor degree in Science from Punjab University, Chandigarh, India. He is an Independent Director on the Board of the Company. He is a Co-Founder and CEO of Asian Healthcare Fund (AHF). He has wide experience in identifying promising business opportunities, developing growth strategy, structuring global expansion and alliances.	Mr. Rajat Verma is the founder and CEO of Lohum Cleantech honored as "The Most Innovative Company of the year 2022" "by Confederation of Indian Industry in 2022. He holds engineering degree from IIT Kanpur followed by MS in engineering from Stanford University, USA and MBA from Harvard Business school. He has spent 25 years in the technology industry and has rich experience in the electronic waste management ecosystem. He has developed and commercialised several solutions across the waste value chain for markets across India, the US, and GCC.	Mr. Rakesh Vohra is a Commerce Graduate from Delhi University and qualified Chartered Accountant with over 35 years of experience as managing partner of M/s Vohra & Sehgal, Chartered Accountants. He has vast experience in Management Consultancy, Accounting, Taxation, Audit, Financial Planning, Assurance and Business Advisory.

Notice (Contd.)

Name of the Director	Mr. Naresh Talwar	Mr. Vidur Talwar	Mr. Ajay Kumar Vij	Mr. Rajat Verma	Mr. Rakesh Vohra
Date of Appointment	15-07-2001	12.02.2015	02.01.2019	07.08.2024	07.08.2024
Relationship with other Directors inter-se and Key Managerial Personnel	Mr. Naresh Talwar is the Brother of Mr. Umesh Talwar and Father of Mr. Vidur Talwar & Mr. Varun Talwar	Mr. Vidur Talwar is the son of Mr. Narsh Talwar and brother of Mr. Varun Talwar	NA	NA	NA
Shareholding in Talbros Automotive Components Limited	14,06,320	14,06,320	NIL	NIL	NIL
List of Directorships held in other Companies (excluding foreign companies)	1. QH Talbros Private. Limited	1. Talbros International Private Limited 2. Talbros Marugo Rubber Private Limited 3. Marelli Talbros Chassis Systems Private Limited 4. T & T Motors Private Limited 5. QH Talbros Private Limited	1. Althea DRF Lifesciences Limited 2. Diwan Chand Medical Services Private Limited 3. BTX Apparel Indian Private Limited	1. Lohum Nickel Private Limited 2. Lohum Materials Private Limited 3. Vidyuta Materials Private Limited 4. Kudana Rural Services Private Limited 5. Lohum Cleantech Private Limited	1. AKL Investments Private Limited 2. NGP Industries Private Limited 3. Lakhanpal Holdings Private Limited 4. Magnum buildwell private limited 5. Punj sons private ltd 6. Lakhanpal enterprises private limited
List of Committees of Board of Directors across all companies in which Chairmanship/ Membership is held (only Audit Committee and Stakeholders' Relationship Committee considered)	NIL	NIL	Talbros Automotive Components Limited Nomination & Remuneration Committee	NIL	NIL
Number of Board Meetings attended during the year	4	5	5	NA*	NA*

*Mr. Rajat Verma and Mr. Rakesh Vohra appointed as an Additional Director on August 7, 2024 therefore, they are not eligible to attend Board meetings held during the year