

**TALBROS AUTOMOTIVE COMPONENTS LIMITED**

CIN: L29199HR1956PLC033107

Regd. Office: 14/1, Delhi Mathura Road, Faridabad-121003, Haryana

Website: www.talbros.com, Email: seema\_narang@talbros.com

Tel: 0129 2251482

Sl. No. ....

**POSTAL BALLOT FORM**

1.	Name(s) of Shareholder(s) (in block letters) (Including joint holders, if any)	
2.	Registered address of the sole/ first named Shareholder	
3.	Registered Folio No. /DP. ID No. & Client ID No.* (*Applicable to investors holding shares in dematerialized form)	
4.	Number of shares held	

I/ We hereby exercise my/ our vote in respect of the following Resolution to be passed through Postal Ballot for the business stated in the Notice dated 14<sup>th</sup> February, 2019 of the Company by sending my/ our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate boxes below:

Item No.	Description (nature of resolution)	No. of shares	I/ we assent the resolution	I/ we dissent to the resolution
1.	Continuation of directorship of Mr. Naresh Talwar (DIN: 00059155) as Chairman and Non-Executive Director. (Special Resolution)			
2.	Re- appointment and continuation of Mr. Anil Kumar Mehra (DIN: 00004654) as Non-Executive Independent Director of the Company. (Special Resolution)			
3.	Re-appointment of Mr. V. Mohan (DIN: 00071517) as Non-Executive Independent Director of the Company. (Special Resolution)			
4.	Re- appointment of Mr. Amit Burman (DIN: 00042050) as Non-Executive Independent Director of the Company. (Special Resolution)			
5.	Re- appointment of Mr. Rajeev Ranjan Vederah (DIN: 00012252) as Non-Executive Independent Director of the Company. (Special Resolution)			
6.	Providing Corporate Guarantee to Marugo Rubber Industries, Japan (JV partner) for an amount of Rs. 2.00 Crores being 50% of the financial facilities availed by Joint Venture Company Talbros Marugo Rubber Pvt. Ltd. (Special Resolution)			

Place:

Date:

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**Signature of Member/ beneficial owner**
**ELECTRONIC VOTING PARTICULARS**

EVEN (e-voting event number)	USER ID	PASSWORD/ PIN

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

Commencement of e-voting	End of e-voting
From 9.00 a.m. (IST) on Thursday, February 28, 2019	Up to 5.00 p.m. (IST) on Friday, March 29, 2019

**Note: Please read carefully the Notes/ Instructions printed overleaf before exercising the vote.**

<b>Instructions and other information relating to voting in physical form/ e-voting are as under:</b>
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The shareholder(s) can opt only one mode of voting i.e. either by e- voting or physical mode. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However, in case shareholders cast their vote by physical ballot and e- voting, then voting done through e- voting will prevail and voting done through postal ballot will be treated as invalid.

**Voting in Physical form:**

1. A member/ beneficial owner desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and send it to the Company in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expense of the registered member/ beneficial owner will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be completed and signed by the member/ beneficial owner. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the Company) by the first named member/ beneficial owner and in his absence, by the next named member/ beneficial owner. There will be one Postal Ballot Form for every Folio/ Client ID irrespective of the number of joint holders.
4. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. The assent or dissent received in any other Form shall not be considered valid.
5. Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected.
6. In case of shares held by companies, trust, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ Authority, authorising the signatory to execute and sign the Postal Ballot Form. Further, where the form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the Postal Ballot Form.
7. Duly completed Postal Ballot Form should reach the Company or the Scrutinizer not later than the close of working hours i.e. 5.00 pm on 29<sup>th</sup> March, 2019. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member/ beneficial owner has not been received.
8. Members/ beneficial owners are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope as the envelope will be sent to the Scrutinizer and any extraneous paper found in the envelope would be destroyed by the Scrutinizer. Members/ beneficial owners are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and affixing their signatures.
9. A member may request for duplicate Postal Ballot Form, if so required. However, the duly filled in and signed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in point no. 7 above.
10. Postal Ballot Forms received by fax will be rejected as if reply from the shareholder has not been received unless the original Postal Ballot Form is received within prescribed time period.
11. The Scrutinizer's declaration on the validity of a Postal Ballot Form will be final.

## **Voting in Electronic Form:**

The Company offers e-voting facility to its members enabling them to cast their vote electronically.

*The instructions for shareholders for e-voting are as under:*

Process and manner for members opting for e-voting is as under:

- A. In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:
  - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
  - ii. Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password.

The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the E-Voting Event Number for Talbros Automotive Components Limited.
  - vii. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
  - ix. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.

- xi. The e- voting period commences on 28<sup>th</sup> February, 2019 (Thursday) 09.00 a.m. and ends on 29<sup>th</sup> March, 2019 (Friday) 05.00 p.m. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the record date i.e. 15<sup>th</sup> February, 2019, may cast their vote electronically. The e- voting module shall be disabled by Karvy Fintech Pvt Ltd for voting thereafter. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
  - xii. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [cskiransharma.co@gmail.com](mailto:cskiransharma.co@gmail.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."
- B. In case a Member receives physical copy of the Postal Ballot Notice by Post [for Members whose email IDs are not registered with the Company/ Depository Participant(s)]:
- i. User ID and initial password as provided overleaf.
  - ii. Please follow all steps from Sr.No. (i) to (xi) as mentioned in (A) above, to cast your vote.
- C. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
- D. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
- E. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being Friday, 15<sup>th</sup> February, 2019.
- F. The Board of Directors has appointed Mrs. Kiran Sharma, a Practicing Company Secretary, New Delhi as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- G. A copy of the Notice is available on the website of the Company, at [www.talbros.com](http://www.talbros.com); Website of BSE Limited [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).