



Talbro's Automotive
Components Ltd.

www.talbro's.com

25th September, 2023

BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal street, Fort, Mumbai- 400 001 Scrip Code: 505160	The National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051 Company Code: TALBROAUTO
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Sub: Proceedings of 66th Annual General Meeting (AGM) of the Company held on 25th September, 2023

Dear Sir/ Madam,

The 66th Annual General Meeting of the members of the Company was held today, on 25th September, 2023 at 11:00 a.m. through Video Conference/ Other Audio Visual means through facility provided by NSDL to transact the business as set out in the Notice convening the meeting.

In this regard, please find enclosed the Proceedings of the 66th AGM in compliance with Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take them on record.

The Results of remote e-voting and e-voting during the AGM along with the Scrutinizer's Report will be submitted to you separately.

Thanking you,

Yours Sincerely
For Talbro's Automotive Components Limited

**SEEMA
NARANG**
Seema Narang
Company Secretary

Digitally signed by
SEEMA NARANG
Date: 2023.09.25
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Encl: As above

PROCEEDINGS OF THE 66TH ANNUAL GENERAL MEETING OF THE MEMBERS OF TALBROS AUTOMOTIVE COMPONENTS LIMITED HELD ON MONDAY, 25TH SEPTEMBER, 2023 THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS, WHICH COMMENCED AT 11:00 AM AND CONCLUDED AT 11:48 A.M.

Present through VC/ OAVM:

Mr. Naresh Talwar	Chairman
Mr. Umesh Talwar	Vice- Chairman & Managing Director
Mr. Vidur Talwar	Director
Mr. Anuj Talwar	Joint Managing Director
Mr. Varun Talwar	Joint Managing Director
Mr. Anil Kumar Mehra	Chairman, Audit Committee and Nomination & Remuneration Committee
Mr. Navin Juneja	Director and Group Chief Financial Officer and Chairman, Stakeholders' Relationship Committee
Mr. Manish Khanna	Chief Financial Officer
Mrs. Seema Narang	Company Secretary
Mr. Sanjay Sharma	GM Accounts
Mr. Aman Agrawal	Representative of M/s. J.C. Bhalla & Co., Chartered Accountants (Statutory Auditors)
Mrs. Kiran Sharma	Scrutinizer and Secretarial Auditor

135 members including Corporate Representatives were present in the meeting.

The 66th Annual General Meeting (AGM) of the members of Talbros Automotive Components Limited was held on Monday, the 25th day of September, 2023 at 11:00 a.m. through video conferencing/ other audio visual means (VC/OAVM) through the facility provided by National Securities Depositories Limited (NSDL) to transact the business as set out in the Notice dated 8th August, 2023 convening the 66th AGM.

Mrs. Seema Narang, Company Secretary welcomed all the members and introduced the Directors, Chief Financial Officer and other Officials / Invitees , representative of Statutory Auditors, Secretarial Auditor and Scrutinizer to the meeting. She confirmed that the requisite quorum was present for the meeting. The meeting was called to order.

Mrs. Seema Narang then requested Mr. Naresh Talwar, Chairman of the Company to address the members.

Chairman, Mr. Naresh Talwar addressed the members and welcomed them to 66th AGM of the Company. He gave an overview on the Automotive Industry and Company's achievements in FY 2022-23. He briefly spoke about Company's business and operations going forward.

Chairman then invited Mr. Anuj Talwar, Joint Managing Director to further inform members about highlights of Company's business. Mr. Anuj Talwar shared detailed information of Company's business, Products as well as the performance of three Joint Ventures Companies.

Mr. Anuj Talwar informed the members that FY 2022-23 has been a strong year for the Company and also stated that the Company is poised for stronger growth trajectory across all its divisions.

He assured the members that the Company is focusing on achieving higher operational excellence, enhanced product quality, increase customer base and wider geographical presence. He stated that the Company is emphasising diversification to strengthen its business model and increase stakeholders' value.



Mr. Anuj Talwar thanked the members for their continued faith and support.

The Chairman then asked the Company Secretary to continue the AGM proceedings. The Company Secretary informed the members that AGM was being conducted through VC/OAVM in accordance with the circulars issued by the Ministry of Corporate Affairs and facility provided by National Securities Depository Limited (NSDL). She explained about the requisite steps for casting the votes and participation in AGM.

The Members were requested to update their e-mail ids with the Company or its Registrar and Share Transfer Agent – Kfin Technologies Private Limited or their Depository Participants to receive all statutory correspondences from the Company and updation of their records.

The Company Secretary informed that the electronic copy of the Notice of 66th AGM along with Annual Report for FY 2022-23 was sent to all members whose E-mail IDs were registered with the Company or Depository Participants. She also informed that the physical copy of the Annual Report for FY 2022-23 had been sent to members who have requested for the same.

The Company Secretary read out the businesses as set out in the Notice of AGM dated 8th August, 2023 to be transacted through e-voting as under:

S. No.	Particulars	Type of Resolution
Ordinary Business:		
1.	Adoption of audited Balance Sheet, Statement of Profit and Loss and Cash Flow Statement (Standalone and Consolidated) for the financial year ended 31 st March, 2023 and the Report of the Board of Directors and Auditors thereon.	Ordinary
2.	Confirmation of Interim Dividend @ 10% on fully paid-up Equity Share Capital for the financial year 2022-23.	Ordinary
3.	Declaration of Final Dividend @ 20% on fully paid-up Equity Share Capital for the financial year ended 31 st March, 2023.	Ordinary
4.	Re-appointment of Mr. Navin Juneja (DIN: 00094520) as Director, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
Special Business:		
5.	Re-appointment of Mr. Umesh Talwar (DIN: 00059271) as Vice-Chairman & Managing director for a period of three years commencing from 1 st April, 2024 to 31 st March, 2027, not liable to retire by rotation.	Special
6.	Re-appointment of Mr. Anuj Talwar (DIN: 00628063) as Joint Managing director for a period of three years commencing from 14 th August, 2024 to 13 th August, 2027, liable to retire by rotation.	Special
7.	Re- appointment and continuation of Mrs. Priyanka Gulati (DIN: 07087707) as Non-Executive Independent Director of the Company for a second term of five consecutive years w.e.f. 25 th September, 2023.	Special



8.	Approval of material related party 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 Rs. 95.00 Crores during FY 2023-24.	Ordinary
9.	Approval of an Agreement and transactions with related party with M/s. Talbros Indiparts Private Limited for sale of Company's products in the aftermarket.	Ordinary
10.	Ratification of the remuneration of M/s. Vijender Sharma & Co., (Firm Registration No. 00180), appointed as Cost Auditors for the financial year ending on 31st March, 2024.	Ordinary
11.	Approval of sub-division/split of the existing equity shares of the Company, such that 1 (One) equity share having face value of Rs. 10/- (Rupees Ten only) each fully paid up, be sub-divided/split into 5 (Five) equity shares having face value of Rs. 2/- (Rupees Two only) each fully paid-up.	Ordinary
12.	Approval of alteration of Capital Clause of the Memorandum of Association of the Company consequent to the proposed Sub-division/ Split of the existing equity shares of the Company.	Special

She stated that Statutory Registers were made available on the Company's website for electronic inspection by the member till the conclusion of the meeting.

She further informed that as the Auditors' Report on the Standalone and Consolidated Financial Statement of the Company included in the 66th Annual Report does not contain any qualification or adverse remark, there was no requirement to read it at the meeting and hence the same was being taken as read.

She also stated that Mrs. Kiran Sharma, Practicing Company Secretary and Secretarial Auditor has been appointed as Scrutinizer to scrutinize the e-voting process and to prepare the Report on the same. Company Secretary also informed that the voting results will be declared after receiving Scrutinizer Report. The results will be available on the website of the Company and will be intimated to the Stock Exchanges.

Thereafter, with the permission of the Chairman, the Company Secretary invited members who had registered themselves as speakers to ask their questions or queries one by one through VC. The speaker members asked their questions virtually during the meeting. Mr. Navin Juneja, Director and Group CFO responded to the queries of the speaker members.

The Chairman expressed his gratitude towards all stakeholders, employees, and shareholders for their continued faith and support.

The Company Secretary then thanked the panellists and members for joining the meeting and the meeting ended with a vote of thanks to the Chair.

The meeting concluded at 11.48 A.M. The e-voting facility was kept open for 30 minutes post conclusion of the AGM till 12.18 P.M.

For Talbros Automotive Components Limited


Seema Narang
Company Secretary

