

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.talbro.com, Email: seema_narang@talbro.com

NOTICE

NOTICE is hereby given that the 64th Annual General Meeting of the members of Talbro Automotive Components Limited will be held on **Monday, the 27th day of September, 2021 at 10.30 a.m.** through **video conferencing/ other audio visual means (VC/OAVM)** to transact the following businesses :

ORDINARY BUSINESS:

1. Adoption of Audited Standalone and Consolidated Financial Statements.

To receive, consider and adopt the audited Financial Statements (Standalone and Consolidated) of the Company for the Financial year ended 31st March, 2021 including audited Balance Sheet as at 31st March, 2021, 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 Auditors thereon and in this regard pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Financial Statements (including the audited consolidated financial statements) of the Company for the financial year ended 31st March, 2021 including the Balance Sheet as at 31st March, 2021, 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 Auditors thereon be and are hereby considered and adopted.”

2. Declaration of Dividend.

To declare Dividend @ 20 % on paid-up Equity Share Capital for the financial year ended 31st March, 2021 and in this regard pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the recommendation of the Board of Directors, 20% dividend at the rate of ₹ 2/- per equity share on 1,23,45,630 Equity shares of ₹ 10/- each of the Company be and is hereby declared out of the profits of the Company to be paid to the members of the Company for the financial year ended 31st March, 2021.

RESOLVED FURTHER THAT the dividend be paid to the shareholders whose names appear in the Register of Members as on Monday, 20th September, 2021.”

3. 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, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

4. Renewal of Agreement with QH Talbro Private Limited for Sale/Purchase of Company's products.

To consider and, if thought fit, to pass with or without modification(s), 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 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors to enter into an Agreement with QH Talbro Private Limited for a period of three years with effect from 1st April, 2022 to 31st March, 2025 for Sale/Purchase of Company's products including but not limited to Gaskets, Forgings and other Auto Parts upto maximum amount of ₹ 80.00 crores in one financial year.

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.”

5. Renewal of Agreement with Talbro Marugo Rubber Private Limited for purchase/sale of Rubber, Rubber

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Compound, other chemicals and to do job work for each other.

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

“RESOLVED THAT pursuant to section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors to enter into an Agreement with Talbros Marugo Rubber Private Limited for a period of three years w.e.f 1st April, 2022 to 31st March, 2025 for purchase/sale of Rubber, Rubber Compound, other chemicals and to do job work for each other upto maximum amount of ₹ 1.50 crores, ₹ 2.00 crores and ₹ 2.50 crores in 1st, 2nd and 3rd year respectively on such terms and conditions as mentioned in the agreement.

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.”

6. Entering into Business Agreement with Talbros Indiparts Private Limited for sale of Company's products in the aftermarket.

To consider and if thought fit, to pass with or without modification(s), 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 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors to enter into an Agreement with Talbros Indiparts Private Limited for a period of three years with effect from 1st April, 2021 to 31st March, 2024

for sale of Company's products in the aftermarket for a maximum amount of ₹ 50 crores in the 1st year and ₹ 60 crores each in the second and third year respectively on the terms and conditions as mentioned in the agreement.

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.

RESOLVED FURTHER THAT the transactions for sale of products to TIPL since 1st April, 2021 and upto the date of this Annual General Meeting be and are hereby ratified and approved.”

7. Remuneration of Cost Auditors

To consider and if thought fit, to pass with or without modification(s), 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 31st March, 2022 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.”

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

Place: Gurugram
Date: 8th June, 2021

**Sd/-
Seema Narang
Company Secretary**

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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 Director seeking re-appointment at this AGM is annexed as **Annexure-1**.

2. **In accordance with the General Circular No. 20/2020 dated 5th May, 2020, read with the circulars dated 8th April, 2020, 13th April, 2020 and 13th January, 2021 issued by the Ministry of Corporate Affairs (MCA) and in accordance with the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by the Securities and Exchange Board of India providing relaxations to the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (Listing Regulations, collectively "Applicable Circulars"), the Annual General Meeting (AGM) will be conducted through video conferencing/ other audio visual means (VC/OAVM). Members can attend and participate in the 64th 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, MEMBERS ARE NOT ENTITLED TO APPOINT A PROXY FOR THE 64th AGM.

3. Pursuant to the Circulars issued by the Ministry of Corporate Affairs, the facility to appoint Proxy to attend and cast vote for the members is not available for this AGM. However, Institutional/Corporate Shareholders (other than individuals/HUF, NRI etc.) are required to send a scanned copy of their Board or governing body resolution/authorization for authorizing the representative to attend and vote on their behalf via email to **evoting@nsdl.co.in 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 on toll free number 1800-1020-990 and 1800 22 44 30 or Ms. Soni Singh, Assistant Manager, NSDL, at designated e-mail IDs: evoting@nsdl.co.in, who will address the grievances related to electronic voting.

- b) The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement 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 and 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 Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 05th May, 2020 and 13th January, 2021 the Company is providing facility of remote e-voting 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 authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. **In accordance with the Applicable Circulars, electronic copies of the 64th Annual Report and this Notice, inter-alia, indicating the process and manner of e-voting**

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along with instructions to attend the AGM through VC/OAVM are being sent by mail to those members whose email addresses have been made available to the Company/ Depository Participants.

8. **Members may also note that the Notice of the AGM and the Annual Report are available on the website of the Company www.talbro's.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@talbro's.com at least ten (10) days before the AGM.**
10. The Register of Members will remain closed from Monday, 20th September, 2021 to Monday, 27th September, 2021 (both days inclusive).
11. Subject to the provisions of Section 123 of the Act, 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 Friday, 17th September, 2021 and in respect of shares held in physical form to those members whose names will appear in the Register of Members of the Company as on the date of the Annual General Meeting.
12. As you may be aware that 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 1st April, 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 13th May, 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 FY 2020-21 does not exceed ₹ 5,000/-.

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)

Needless to mention, 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 organizations 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

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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 \(kfintech.com\)](http://kfintech.com)

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 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 Friday, 10th September, 2021.

To summarize, 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 10th September, 2021.

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

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encashed their dividend warrant(s) are requested to make their claims without any delay.

13. 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. The Ministry of Corporate Affairs (MCA) is encouraging all the members to receive dividend electronically due to unprecedented lockdown in various areas due to COVID-19 and uncertainty of postal services.
14. In terms of SEBI's Circular dated 20th April, 2018, members holding shares in physical form and whose Permanent Account Number (PAN) and Bank details are not updated in the records of KFIN Technologies Private Limited (KFin), Registrar and Transfer Agent of the Company are requested to submit their PAN and Bank details, along with the self-attested copy of PAN Card and original cancelled cheque/attested copy of bank passbook bearing name of the member to the Company/KFin.

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

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

15. 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.
16. 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.
17. In terms of Section 72 of the Companies Act, 2013 shareholders are entitled to make nomination in respect 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 SH-14 for cancellation/ variation as the case may be to the RTA.

18. 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.talbros.com to ascertain such details.
19. Since the Annual General Meeting will be held through video conferencing, the route map and attendance slip are not attached to this Notice.
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 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 Monday, 20th September, 2021. 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

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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 authorized by him. The result along with the Scrutinizer's Report will be published on the website of the Company at www.talbro.com and on the website of NSDL at www.evoting.nsdl.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	Friday, 24 th September, 2021 at 9:00 A.M (IST)
End of e-voting	Sunday, 26 th September, 2021 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:


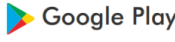

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their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

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.

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.nsdl.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.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

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Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

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?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- 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, your Password/OTP and a Verification Code as shown on the screen.

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

- 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***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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

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account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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 General 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.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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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 General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 and 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 Friday, 17th September, 2021 (5.00 pm 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 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 on toll free number 1800-1020-990 and 1800 22 44 30 or Ms. Soni Singh, Assistant Manager, NSDL, at designated e-mail IDs: evoting@nsdl.co.in, who will address the grievances related to electronic voting.

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

Place: Gurugram
Date: 8th June, 2021

**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. 4 to 7 of the accompanying Notice dated 8th June, 2021.

Item No. 4

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

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.

Members of the Company at their 62nd Annual General Meeting held on 25th September, 2019 had approved the similar agreement for a period of three years from 1st April, 2019 to 31st March, 2022.

The Resolution mentioned at Item no. 4 of the accompanying Notice is for the renewal of the agreement with QHT for sale/purchase of Company's products namely Gaskets, Forgings and other auto parts to QHT for a period of three years from 1st April, 2022 to 31st March, 2025 upto maximum value aggregating to ₹ 80.00 crores exclusive of applicable taxes in one financial year.

Your Directors recommend the Ordinary Resolution at Item No. 4 of the Notice for the approval of the Members to meet the statutory compliance.

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

No other Directors/ Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution set out at Item No. 4.

Item no. 5

Talbros Marugo Rubber Private Limited (TMR) is a Joint Venture Company between Talbros Automotive Components Limited (TACL) and Marugo Rubber Industries Limited, Japan and is a related party as per the provisions of Section 188 of the Companies Act, 2013 and the rules made thereunder.

Both TMR and TACL require same raw material for manufacturing their products. In order to economize on capital expenditure and to avoid unnecessary duplication of facilities, as well as to meet any eventuality of break down at any of the Companies, both the companies need to enter into an Agreement for the sale/purchase of Rubber, Rubber Compound, other chemicals, and to do job work for each other.

Members of the Company at their 62nd Annual General Meeting held on 25th September, 2019 had approved the similar agreement for a period of three years from 1st April, 2019 to 31st March, 2022.

The Resolution mentioned at Item no. 5 of the accompanying Notice is for the renewal of the agreement with TMR for the sale/purchase of Rubber, Rubber Compound, other chemicals, and to do job work for each other for a period of three years with effect from 1st April, 2022 to 31st March, 2025 upto maximum amount of ₹ 1.50 crores, ₹ 2.00 crores and ₹ 2.50 crores, exclusive of applicable taxes in the 1st, 2nd and 3rd year respectively.

Your Directors recommend the Ordinary Resolution at Item No. 5 of the accompanying Notice for the approval of the Members to meet statutory compliance.

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

No other Directors/ Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution set out at Item No. 5.

Item no. 6

To achieve economies of scale and better utilization of resources, approval of the members is sought for entering into an agreement with TIPL to sell Company's products in aftermarket. The agreement will enable TACL to focus on sale of products to OEMs, Export Market and to channelize its synergies in increasing its product range and customers. TIPL will become one customer for all the aftermarket sales in place of multiple distributors in the replacement market. The agreement will bring in optimization of available existing manpower & resources and will help in overall improvement of margins of the company.

Talbros Indiparts Private Limited (TIPL) is a related party as per provisions of Section 188 of the Companies Act, 2013 and the rules made thereunder.

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The Resolution mentioned at Item no. 6 of the accompanying Notice is for the entering into an agreement with TIPL for sale of Company's products in the aftermarket for a period of three years from 1st April, 2021 to 31st March, 2024 upto maximum value aggregating to ₹ 50.00 crores in the 1st year, ₹ 60.00 crores each in the 2nd and 3rd year respectively exclusive of applicable taxes.

Your Directors recommend the Ordinary Resolution at Item No. 6 of the Notice for the approval of the Members to meet the statutory compliance.

Mr. Navin Juneja being common Director of both the companies may be deemed interested in the proposed resolution.

No other Directors/ Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution set out at Item No. 6.

Item No. 7

The Board, on the recommendation of Audit committee, has approved the re-appointment and of M/s. Vijender Sharma & Co., Cost Accountants (Firm Registration No. 00180) as Cost Auditor of the Company to audit the cost records maintained by the Company for the financial year ending 31st March, 2022. In accordance with the provisions of Section 148 of

the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration 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 passing an ordinary resolution as set out at Item no. 7 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2022.

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. 7.

The Board recommends the Ordinary Resolution at Item No. 7 for approval by the members.

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

Place: Gurugram
Date: 8th June, 2021

**Sd/-
Seema Narang
Company Secretary**

Notice (Contd.)

ANNEXURE -1 TO NOTICE OF 64TH 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. Vidur Talwar
Age / Date of Birth	49 years / 30 th June, 1971
Nationality	Indian
Qualifications	BS in Business Administration and MBA in Finance from Drexel University, Philadelphia, PA.
Expertise in specific functional areas	Business Management, Strategic Leadership, Finance and extensive knowledge of Automobile Industry.
Brief Profile	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.
Date of Appointment	12.02.2015
Relationship with other Directors inter-se and Key Managerial Personnel	Mr. Vidur Talwar is the son of Mr. Naresh Talwar and brother of Mr. Varun Talwar.
Shareholding in Talbro's Automotive Components Limited	NIL
Remuneration	NIL
List of Directorships held in other Companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. QH Talbro's Private Limited 2. Talbro's International Private Limited 3. T&T Motors Private Limited 4. Nippon Leakless Talbro's Private Limited 5. Marelli Talbro's Chassis Systems Private Limited 6. Talbro's Marugo Rubber 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)	Talbro's Automotive Components Limited Member – Audit Committee
Number of Board Meetings attended during the year	4