

**SUMMARY OF VOTING RESULTS OF 63RD ANNUAL GENERAL MEETING OF
TALBROS AUTOMOTIVE COMPONENTS LIMITED**

Date of 63rd AGM	25th September, 2020
Date of declaration of Result	26th September, 2020
Total number of shareholders on record date	20390
No. of shareholders present in the meeting in person/ through proxy: Promoters & Promoter Group Public Total	Not applicable. Meeting was held through video conferencing.
No. of shareholders attended the meeting through Video Conferencing: Promoters & Promoter Group Public Total	 8 74 82



Details of voting results at the 63rd AGM of the Company as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:

Resolution 1: Adoption of audited Balance Sheet, Statement of Profit and Loss and Cash Flow Statement (Standalone and Consolidated) for the financial year ended 31st March, 2020 and the Report of the Board of Directors and Auditors thereon.

Resolution required	:	Ordinary Resolution
Mode of Voting	:	E-voting
Result	:	Passed unanimously
Whether promoter/ promoter group are	:	No
Interested in the agenda/ resolution?		

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)= (5)/(2)*100
Promoters and Promoters Group	E-voting	71,80,037	71,22,536	99.1992	71,22,536	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Sub-total		71,22,536	99.1992	71,22,536	0	100.00	0.00
Public-Institutional	E-voting	1,83,494	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Sub-total		0	0.00	0	0	0.00	0.00
Public-Non-Institutional	E-voting	49,82,099	2,45,486	4.9274	2,45,382	104	99.9576	0.0424
	Poll		0	0	0	0	0	0.00
	Sub-total		2,45,486	4.9274	2,45,382	104	99.9576	0.0424
Total		1,23,45,630	73,68,022	59.6812	73,67,918	104	99.9986	0.0014



Resolution 2: Declaration of dividend @ 5% on paid-up Equity Share Capital for the financial year ended 31st March, 2020.

Resolution required : **Ordinary Resolution**
 Mode of Voting : **E-voting**
 Result : **Passed unanimously**
 Whether promoter/ promoter group are interested in the agenda/ resolution? : **No**

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)= (5)/(2)*100
Promoters and Promoters Group	E-voting	71,80,037	71,22,536	99.1992	71,22,536	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Sub-total		71,22,536	99.1992	71,22,536	0	100.00	0.00
Public-Institutional	E-voting	1,83,494	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Sub-total		0	0.00	0	0	0.00	0.00
Public-Non-Institutional	E-voting	49,82,099	2,45,486	4.9274	2,45,382	104	99.9576	0.0424
	Poll		0	0	0	0	0	0.00
	Sub-total		2,45,486	4.9274	2,45,382	104	99.9576	0.0424
Total		1,23,45,630	73,68,022	59.6812	73,67,918	104	99.9986	0.0014



Resolution 3: Re-appointment of Mr. Navin Juneja (DIN: 00094520) as Director, who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required : **Ordinary Resolution**
Mode of Voting : **E-voting**
Result : **Passed unanimously**
Whether promoter/ promoter group are interested in the agenda/ resolution? : **No**

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)= (5)/(2)*100
Promoters and Promoters Group	E-voting	71,80,037	71,22,536	99.1992	71,22,536	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Sub-total		71,22,536	99.1992	71,22,536	0	100.00	0.00
Public-Institutional	E-voting	1,83,494	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Sub-total		0	0.00	0	0	0.00	0.00
Public-Non-Institutional	E-voting	49,82,099	2,44,033	4.8982	2,43,854	179	99.9266	0.0734
	Poll		0	0	0	0	0	0.00
	Sub-total		2,44,033	4.8982	2,43,854	179	99.9266	0.0734
Total		1,23,45,630	73,66,569	59.6694	73,66,390	179	99.9976	0.0024



Resolution 4: Re-appointment of Mr. Umesh Talwar, Vice Chairman & Managing Director for a period of three years commencing from 1st April, 2021.

Resolution required : **Special Resolution**
 Mode of Voting : **E-voting**
 Result : **Passed unanimously**
 Whether promoter/ promoter group are interested in the agenda/ resolution? : **Yes**

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)= (5)/(2)*100
Promoters and Promoters Group	E-voting	71,80,037	62,25,381	86.7040	62,25,381	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Sub-total		62,25,381	86.7040	62,25,381	0	100.00	0.00
Public-Institutional	E-voting	1,83,494	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Sub-total		0	0.00	0	0	0.00	0.00
Public-Non-Institutional	E-voting	49,82,099	2,45,483	4.9273	2,45,229	254	99.8965	0.1035
	Poll		0	0	0	0	0	0.00
	Sub-total		2,45,483	4.9273	2,45,229	254	99.8965	0.1035
Total		1,23,45,630	64,70,864	52.4142	64,70,610	254	99.9961	0.0039



Resolution 5: Re-appointment of Mr. Anuj Talwar, Joint Managing Director for a period of three years commencing from 14th August, 2021.

Resolution required : **Special Resolution**
 Mode of Voting : **E-voting**
 Result : **Passed unanimously**
 Whether promoter/ promoter group are : **Yes**
 interested in the agenda/ resolution?

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)= (5)/(2)*100
Promoters and Promoters Group	E-voting	71,80,037	67,71,197	94.3059	67,71,197	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Sub-total		67,71,197	94.3059	67,71,197	0	100.00	0.00
Public-Institutional	E-voting	1,83,494	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Sub-total		0	0.00	0	0	0.00	0.00
Public-Non-Institutional	E-voting	49,82,099	2,45,486	4.9274	2,45,232	254	99.8965	0.1035
	Poll		0	0	0	0	0	0.00
	Sub-total		245486	4.9274	2,45,232	254	99.8965	0.1035
Total		1,23,45,630	70,16,683	56.8354	70,16,429	254	99.9964	0.0036



Resolution 6: Appointment of Mr. Tarun Singhal (DIN: 07056960) as Independent Director of the Company to hold office for a term of five years from the date of the Annual General Meeting.

Resolution required	:	Ordinary Resolution
Mode of Voting	:	E-voting
Result	:	Passed unanimously
Whether promoter/ promoter group are interested in the agenda/ resolution?	:	No

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)= (5)/(2)*100
Promoters and Promoters Group	E-voting	71,80,037	71,22,536	99.1992	71,22,536	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Sub-total		71,22,536	99.1992	71,22,536	0	100.00	0.00
Public-Institutional	E-voting	1,83,494	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Sub-total		0	0.00	0	0	0.00	0.00
Public-Non-Institutional	E-voting	49,82,099	2,45,486	4.9274	2,45,332	154	99.9373	0.0627
	Poll		0	0	0	0	0	0.00
	Sub-total		2,45,486	4.9274	2,45,332	154	99.9373	0.0627
Total		1,23,45,630	73,68,022	59.6812	73,67,868	154	99.9979	0.0021



Resolution 7: 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, 2021.

Resolution required : **Ordinary Resolution**
 Mode of Voting : **E-voting**
 Result : **Passed unanimously**
 Whether promoter/ promoter group are interested in the agenda/ resolution? : **No**

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)= (5)/(2)*100
Promoters and Promoters Group	E-voting	71,80,037	71,22,536	99.1992	71,22,536	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Sub-total		71,22,536	99.1992	71,22,536	0	100.00	0.00
Public-Institutional	E-voting	1,83,494	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Sub-total		0	0.00	0	0	0.00	0.00
Public-Non-Institutional	E-voting	49,82,099	2,45,486	4.9274	2,45,372	114	99.9536	0.0464
	Poll		0	0	0	0	0	0.00
	Sub-total		2,45,486	4.9274	2,45,372	114	99.9536	0.0464
Total		1,23,45,630	73,68,022	59.6812	73,67,908	114	99.9985	0.0015



KIRAN SHARMA & CO.

Company Secretaries

MGT-13

Scrutinizer's Report

To,

Mr. Umesh Talwar

Talbro Automotive Components Limited

14/1, Delhi Mathura Road,

P.O. Amar Nagar, Faridabad

121003

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-voting conducted 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 for the 63rd Annual General Meeting (AGM) of Talbro Automotive Components Limited held on Friday, September 25, 2020 at 10:30A.M. (IST) through video conferencing ('VC') / other audio visual means ('OAVM') and concluded at 11.41 a.m.

I, Kiran Sharma, proprietor of M/s. Kiran Sharma & Co., Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Talbro Automotive Components Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies(Management and Administration) Rules, 2014, as amended, to scrutinize the process of e-voting at the 63rd AGM and for ascertaining the requisite majority on resolutions contained in the Notice of 63rd AGM and for providing the combined result of remote e-voting and e-voting carried out during the AGM.

The notice dated June29, 2020, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Company had availed thee-voting facility offered by National Securities Depositories Limited for conducting remote e-voting by the Shareholders of the Company.



Off: 7A, LGF, NRI Complex Greater Kailash-IV, New Delhi – 110019, India | Mobile: 9910892003
Email: cskiransharma.co@gmail.com

The voting period for remote e-voting commenced on Tuesday, September 22, 2020 (9:00 a.m. IST) and ended on Thursday, September 24, 2020 (5:00 p.m. IST) and the e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OA VM and who had not cast their votes earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Friday, September 18, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of remote e-voting and voting done at the AGM, votes cast under e-voting facility were unblocked and were counted.

I have scrutinized and reviewed the e-voting prior and during the AGM and votes cast therein based on the data downloaded from the National Securities Depositories Limited e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the e-voting is restricted to making a Scrutinizer's Report of the votes cast in favor or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting prior to the AGM and e-voting at the AGM as under:



Resolution 1: Ordinary Resolution

To receive, consider and adopt the Financial Statements (Standalone and Consolidated) of the Company for the year ended 31st March, 2020 including Audited Balance Sheet as at 31st March, 2020, 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.

(i) Voted in favor of the resolution:

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution	
	No.s	%	No.s	%
Total votes through Remote e-voting & Voting by electronic means at the meeting	7367918	99.9986	104	0.0014

Resolution 2: Ordinary Resolution

To declare Dividend @ 5 % on paid-up Equity ShareCapital for the financial year ended 31st March, 2020.

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution	
	No.s	%	No.s	%
Total votes through Remote e-voting & Voting by electronic means at the meeting	7367918	99.9986	104	0.0014



Resolution 3: Ordinary Resolution

To re-appoint Mr. Navin Juneja (DIN: 00094520) as Director, who retires by rotation and being eligible, offers himself for re-appointment.

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution	
	No.s	%	No.s	%
Total votes through Remote e-voting & Voting by electronic means at the meeting	7366390	99.9976	179	0.0024

Resolution 4: Special Resolution

Re-appointment of Mr. Umesh Talwar (DIN: 00059271) as Vice Chairman & Managing Director of the Company for a period of three years commencing from 1st April, 2021

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution	
	No.s	%	No.s	%
Total votes through Remote E-voting & Voting by electronic means at the meeting	6470610	99.9961	254	0.0039

Resolution 5: Special Resolution

Re-appointment of Mr. Anuj Talwar (DIN: 00628063) as Joint Managing Director (JMD) of the Company for a period of three years commencing from 14th August, 2021

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution	
	No.s	%	No.s	%
Total votes through Remote e-voting & Voting by electronic means at the meeting	7016429	99.9964	254	0.0036



Resolution 6: Ordinary Resolution

Appointment of Mr. Tarun Singhal ((DIN: 07056960) as an Independent Director of the Company to hold office for a term of five years from the date of this Annual General Meeting

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution	
	No.s	%	No.s	%
Total votes through Remote e-voting & Voting by electronic means at the meeting	7367868	99.9979	154	0.0021

Resolution 7: Ordinary Resolution

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, 2021

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution	
	No.s	%	No.s	%
Total votes through Remote e-voting & Voting by electronic means at the meeting	7367908	99.9985	114	0.0015

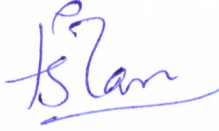
1. All the Resolutions mentioned in the Notice of the AGM as per the details above stand passed with the requisite majority and hence deemed to have been passed at the AGM.
2. The Company may accordingly declare the result of the voting through remote e-voting and e-voting at the AGM to the respective authorities.
3. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Ms. Seema Narang, Company Secretary and Compliance Officer, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.
4. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of National Depositories Services Limited. This report is not to be used for any other purpose or to be distributed by the



Company to any other parties. Accordingly, I do not accept or assume any liability or any duty or care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

For Kiran Sharma & Co
Company Secretaries



Kiran Sharma
Prop.
FCS 4942, C.P. 3116
Off: 7A, LGF, NRI Complex
Greater Kailash-IV,
New Delhi – 110019
Mobile: 9910892003
UDIN: F004942B000778363



Date: 26/09/2020

Place: New Delhi

The following were the witnesses to the unblocking the votes cast though remote e-voting,

1.



Ms. Lata Manral

2.



Mr. Kshitiz Tayal