

**SUMMARY OF VOTING RESULTS OF 62<sup>ND</sup> ANNUAL GENERAL MEETING OF  
TALBROS AUTOMOTIVE COMPONENTS LIMITED**

<b>Date of 62<sup>nd</sup> AGM</b>	<b>25<sup>th</sup> September, 2019</b>
<b>Date of declaration of Result</b>	<b>26<sup>th</sup> September, 2019</b>
<b>Total number of shareholders on record date</b>	<b>20704</b>
<b>No. of shareholders present in the meeting in person/ through proxy:</b>	
Promoters & Promoter Group	6
Public	150
<b>Total</b>	<b>156</b>
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	<b>NIL</b>
Promoters & Promoter Group	
Public	
<b>Total</b>	



**Details of Poll at the 62nd AGM of the Company and E-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:**

**Resolution 1: Adoption of Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.**

Resolution required : **Ordinary Resolution**  
 Mode of Voting : E-voting/ Poll  
 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
<b>Promoters and Promoters Group</b>	E-voting	70,48,042	70,04,695	99.39	70,04,695	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Sub-total</b>		<b>70,04,695</b>	<b>99.39</b>	<b>70,04,695</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Institutional</b>	E-voting	1,83,922	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Sub-total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public-Non-Institutional</b>	E-voting	51,13,666	2,69,854	5.28	2,69,854	0	100.00	0.00
	Poll		12,179	0.24	12,179	0	100.00	0.00
	<b>Sub-total</b>		<b>2,82,033</b>	<b>5.52</b>	<b>2,82,033</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>1,23,45,630</b>	<b>72,86,728</b>	<b>59.02</b>	<b>72,86,728</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Resolution 2: Declaration of Dividend @ 18% on paid- up Equity Share Capital for the financial year ended March 31, 2019.**

Resolution required : **Ordinary Resolution**  
 Mode of Voting : E-voting/ Poll  
 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
<b>Promoters and Promoters Group</b>	E-voting	70,48,042	70,04,695	99.39	70,04,695	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Sub-total</b>		<b>70,04,695</b>	<b>99.39</b>	<b>70,04,695</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Institutional</b>	E-voting	1,83,922	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Sub-total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public-Non-Institutional</b>	E-voting	51,13,666	2,69,854	5.28	2,69,854	0	100.00	0.00
	Poll		12,179	0.24	12,179	0	100.00	0.00
	<b>Sub-total</b>		<b>2,82,033</b>	<b>5.52</b>	<b>2,82,033</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>1,23,45,630</b>	<b>72,86,728</b>	<b>59.02</b>	<b>72,86,728</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Resolution 3: To re-appoint Mr. Varun Talwar (DIN: 00263984) as Director who retires by rotation and, being eligible, offers himself for re-appointment.**

Resolution required : **Ordinary Resolution**  
 Mode of Voting : E-voting/ Poll  
 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
<b>Promoters and Promoters Group</b>	E-voting	70,48,042	60,74,406	86.19	60,74,406	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	<b>Sub-total</b>		<b>60,74,406</b>	<b>86.19</b>	<b>60,74,406</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Institutional</b>	E-voting	1,83,922	0	0.00	0	0.00	0.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	<b>Sub-total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Public-Non-Institutional</b>	E-voting	51,13,666	2,69,854	5.28	2,69,854	0.00	100.00	0.00
	Poll		12,179	0.24	12,179	0.00	100.00	0.00
	<b>Sub-total</b>		<b>2,82,033</b>	<b>5.52</b>	<b>2,82,033</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>1,23,45,630</b>	<b>63,56,439</b>	<b>51.49</b>	<b>63,56,439</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>



**Resolution 4: To re-appoint Mr. Anuj Talwar (DIN: 00628063) as Director who retires by rotation and, being eligible, offers himself for re-appointment.**

Resolution required : **Ordinary Resolution**  
 Mode of Voting : **E-voting/ Poll**  
 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
<b>Promoters and Promoters Group</b>	E-voting	70,48,042	61,68,741	87.52	61,68,741	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Sub-total</b>		<b>61,68,741</b>	<b>87.52</b>	<b>61,68,741</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Institutional</b>	E-voting	1,83,922	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Sub-total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public-Non-Institutional</b>	E-voting	51,13,666	2,69,854	5.28	2,69,854	0	100.00	0.00
	Poll		12,179	0.24	12,179	0	100.00	0.00
	<b>Sub-total</b>		<b>2,82,033</b>	<b>5.52</b>	<b>2,82,033</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>1,23,45,630</b>	<b>64,50,774</b>	<b>52.25</b>	<b>64,50,774</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Resolution 5: To appoint Mr. Ajay Kumar Vij (DIN: 00164984) as an Independent Director of the Company for a period of five years w.e.f. the date of 62nd AGM.**

Resolution required : **Ordinary Resolution**  
 Mode of Voting : E-voting/ Poll  
 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
<b>Promoters and Promoters Group</b>	E-voting	70,48,042	70,04,695	99.39	70,04,695	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Sub-total</b>		<b>70,04,695</b>	<b>99.39</b>	<b>70,04,695</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Institutional</b>	E-voting	1,83,922	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Sub-total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public-Non-Institutional</b>	E-voting	51,13,666	2,69,854	5.28	2,69,854	0	100.00	0.00
	Poll		12,179	0.24	12,179	0	100.00	0.00
	<b>Sub-total</b>		<b>2,82,033</b>	<b>5.52</b>	<b>2,82,033</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>1,23,45,630</b>	<b>72,86,728</b>	<b>59.02</b>	<b>72,86,728</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Resolution 6: To enter into an Agreement with QH Talbros Private Limited for sale/purchase of Company's products for a period of three years w.e.f. 1st April, 2019 to 31st March, 2022 upto maximum amount of Rs. 80.00 Crores in one financial year; and ratification in relation to earlier transactions.**

Resolution required : **Ordinary Resolution**  
 Mode of Voting : E-voting/ Poll  
 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
<b>Promoters and Promoters Group</b>	E-voting	70,48,042	61,34,314	87.04	61,34,314	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Sub-total</b>		<b>61,34,314</b>	<b>87.04</b>	<b>61,34,314</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Institutional</b>	E-voting	1,83,922	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Sub-total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public-Non-Institutional</b>	E-voting	51,13,666	2,69,854	5.28	2,69,854	0	100.00	0.00
	Poll		12,179	0.24	12,179	0	100.00	0.00
	<b>Sub-total</b>		<b>2,82,033</b>	<b>5.52</b>	<b>2,82,033</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>1,23,45,630</b>	<b>64,16,347</b>	<b>51.97</b>	<b>64,16,347</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Resolution 7:** To enter into an Agreement with Nippon Leakless Talbros Private Ltd for Purchase and/ or Sale of Tyre Sealant and other production inputs etc. for a period of three years w.e.f. 1st April, 2020 to 31st March, 2023 upto maximum amount of Rs. 4.00 Crores in one financial year.

Resolution required : **Ordinary Resolution**  
 Mode of Voting : E-voting/ Poll  
 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
<b>Promoters and Promoters Group</b>	E-voting	70,48,042	65,38,628	92.77	65,38,628	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Sub-total</b>		<b>65,38,628</b>	<b>92.77</b>	<b>65,38,628</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Institutional</b>	E-voting	1,83,922	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Sub-total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public-Non-Institutional</b>	E-voting	51,13,666	2,69,854	5.28	2,69,854	0	100.00	0.00
	Poll		12,179	0.24	12,179	0	100.00	0.00
	<b>Sub-total</b>		<b>2,82,033</b>	<b>5.52</b>	<b>2,82,033</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>1,23,45,630</b>	<b>68,20,661</b>	<b>55.25</b>	<b>68,20,661</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>





**Resolution 8:** To enter into an Agreement with Nippon Leakless Talbros Private Ltd for sale/ purchase of gaskets to each other for a period of three years w.e.f. 1st April, 2020 to 31st March, 2023 upto maximum amount of Rs. 2.00 Crores in one financial year.

Resolution required : **Ordinary Resolution**  
 Mode of Voting : E-voting/ Poll  
 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
<b>Promoters and Promoters Group</b>	E-voting	70,48,042	65,38,628	92.77	65,38,628	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Sub-total</b>		<b>65,38,628</b>	<b>92.77</b>	<b>65,38,628</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Institutional</b>	E-voting	1,83,922	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Sub-total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public-Non-Institutional</b>	E-voting	51,13,666	2,69,854	5.28	2,69,854	0	100.00	0.00
	Poll		12,179	0.24	12,179	0	100.00	0.00
	<b>Sub-total</b>		<b>2,82,033</b>	<b>5.52</b>	<b>2,82,033</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>1,23,45,630</b>	<b>68,20,661</b>	<b>55.25</b>	<b>68,20,661</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Resolution 9:** To enter into an Agreement with Talbros Marugo Rubber Pvt. Ltd. for Purchase/Sale of Rubber, Rubber Compound, other Chemicals and to do job work for each other for a period of three years w.e.f 1st April, 2019 to 31st March, 2022 upto maximum amount of Rs. 1.50 crore, Rs. 2.00 crore and Rs. 2.50 crore in 1st, 2nd and 3rd year respectively.

Resolution required : Ordinary Resolution  
 Mode of Voting : E-voting/ Poll  
 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	70,48,042	69,41,844	98.49	69,41,844	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Sub-total		69,41,844	98.49	69,41,844	0	100.00	0.00
Public-Institutional	E-voting	1,83,922	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	51,13,666	2,69,854	5.28	2,69,854	0	100.00	0.00
	Poll		12,179	0.24	12,179	0	100.00	0.00
	Sub-total		2,82,033	5.52	2,82,033	0	100.00	0.00
<b>Total</b>		<b>1,23,45,630</b>	<b>72,23,877</b>	<b>58.51</b>	<b>72,23,877</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Resolution 10: Ratification of remuneration of M/s. Vijender Sharma & Co., (Firm Registration No. 00180) as Cost Auditors for financial year ended 31<sup>st</sup> March, 2020**

Resolution required : **Ordinary Resolution**  
 Mode of Voting : E-voting/ Poll  
 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
<b>Promoters and Promoters Group</b>	E-voting	70,48,042	70,04,695	99.39	70,04,695	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Sub-total</b>		<b>70,04,695</b>	<b>99.39</b>	<b>70,04,695</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Institutional</b>	E-voting	1,83,922	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Sub-total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public-Non-Institutional</b>	E-voting	51,13,666	2,69,854	5.28	2,69,854	0	100.00	0.00
	Poll		12,179	0.24	12,179	0	100.00	0.00
	<b>Sub-total</b>		<b>2,82,033</b>	<b>5.52</b>	<b>2,82,033</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>1,23,45,630</b>	<b>72,86,728</b>	<b>59.02</b>	<b>72,86,728</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



### Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To  
The Chairman  
**TALBROS AUTOMOTIVE COMPONENTS LIMITED**  
(CIN: L29199HR1956PLC033107)  
14/1, Mathura Road, Faridabad  
Haryana- 121003

Dear Sir,

I, Kiran Sharma, proprietor of M/s. Kiran Sharma & Company, Practicing Company Secretaries having office at E-145, Basement, Kalkaji, New Delhi- 110019, was appointed as a Scrutinizer for the purpose of scrutinizing AGM voting process, i.e. remote e-Voting and voting through Poll at 62nd Annual General Meeting (AGM) of Talbros Automotive Components Limited, under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (as amended up to date) on 10 resolution(s) mentioned in Notice dated May 29, 2019 for 62<sup>nd</sup> AGM of the Company held at 10:30 a.m. on Wednesday, the 25<sup>th</sup> day of September, 2019 at Hotel Saffron Kiran, 12/3, NH-2, Sarai Khwaja, Faridabad- 121003, Haryana.

Accordingly, I submit my report as under:-

1. The remote e-voting period commenced on Sunday, 22<sup>nd</sup> September, 2019 at 09:00 a.m. and ended on Tuesday 24<sup>th</sup> September, 2019 at 05:00 p.m. via e-voting platform on the designated website of Karvy Fintech Private Limited (Karvy) viz [www.evoting.karvy.com](http://www.evoting.karvy.com).
2. The Shareholders of the Company as on the cut off date were entitled to avail the facility of remote e-voting as well as voting through Poll at the AGM on the proposed resolution(s) (item no. 1 to 10) as set out in the Notice dated May 29, 2019.
3. The total paid up Equity Share Capital of the Company is Rs. 12,34,56,300/- (Rupees Twelve Crores Thirty Four Lacs Fifty Six Thousand Three Hundred Only) divided into 12345630 (One Crore Twenty Three Lacs Forty Five Thousand Six Hundred Thirty) equity shares of Rs 10/- (Rupees Ten Only) each.
4. Poll was conducted at AGM as per Rule 21 of Companies (Management and Administration) Rules, 2014, as amended up to date. The votes cast through remote e-voting were unblocked by me.
5. A ballot box was kept for polling and the ballot box was locked in my presence.
6. After completion of Poll at 12.00 noon, the Ballot box was opened in my presence and ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company. A detailed register was maintained containing the particulars of the shareholders who participated in poll at AGM.
7. There were no invalid ballots. [REDACTED]

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8. The details of the members who participated in e-voting were also entered in the Register in the presence of two witnesses, Mr. Tony Bhatia R/o H. No- 2595, Sector-16, Faridabad, Haryana-121002 and Mr. Kailash Mohan Mehta R/o 1055, Sector- 28, Faridabad- 121008 who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Tony Bhatia

  
Kailash Mohan Mehta

9. Based on the data downloaded from the official site fo Karvy Fintech Private Limited for the e-voting and poll conducted at the venue of the Annual General Meeting, we now submit our combined report(e-voting and poll) as under:

**Resolution No. 1 Adoption of Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of votes cast
	Number of voters	Number of votes	Number of voters	Number of votes	Number of voters	Number of votes	
Assent (For)	39	72,74,549	120	12,179	159	72,86,728	100.00
Dissent (Against)	-	-	-	-	-	-	0.00
Abstain	-	-	-	-	-	-	0.00
<b>Total</b>	39	72,74,549	120	12,179	159	72,86,728	100.00

Based on the above result, we report that the **Ordinary Resolution** at Item no. 1 as set out in the Notice of AGM dated 29<sup>th</sup> May, 2019 has been **passed unanimously**.

**Resolution No. 2 Declaration of Dividend @ 18% on paid- up Equity Share Capital for the financial year ended March 31, 2019.**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of votes cast
	Number of voters	Number of votes	Number of voters	Number of votes	Number of voters	Number of votes	
Assent (For)	39	72,74,549	120	12,179	159	72,86,728	100.00
Dissent (Against)	-	-	-	-	-	-	0.00
Abstain	-	-	-	-	-	-	0.00
<b>Total</b>	39	72,74,549	120	12,179	159	72,86,728	100.00

Based on the above result, we report that the **Ordinary Resolution** at Item no. 2 as set out in the Notice of AGM dated 29<sup>th</sup> May, 2019 has been **passed unanimously**.



**Resolution No. 3** To re-appoint Mr. Varun Talwar (DIN: 00263984) as Director who retires by rotation, and being eligible, offers himself for re-appointment.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of votes cast
	Number of voters	Number of votes	Number of voters	Number of votes	Number of voters	Number of votes	
Assent (For)	34	63,44,260	120	12,179	154	63,56,439	100.00
Dissent (Against)	-	-	-	-	-	-	0.00
Abstain	5	9,30,289	-	-	5	9,30,289	0.00
<b>Total</b>	39	72,74,549	120	12,179	159	72,86,728	100.00

Based on the above result, we report that the **Ordinary Resolution** at Item no. 3 as set out in the Notice of AGM dated 29<sup>th</sup> May, 2019 has been **passed unanimously**.

**Resolution No. 4:** To appoint Mr. Anuj Talwar (DIN: 00628063) as Director who retires by rotation, and being eligible, offers himself for re- appointment.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of votes cast
	Number of voters	Number of votes	Number of voters	Number of votes	Number of voters	Number of votes	
Assent (For)	36	64,38,595	120	12,179	156	64,50,774	100.00
Dissent (Against)	-	-	-	-	-	-	0.00
Abstain	3	8,35,954	-	-	3	8,35,954	0.00
<b>Total</b>	39	72,74,549	120	12,179	159	72,86,728	100.00

Based on the above result, we report that the **Ordinary Resolution** at Item no. 4 as set out in the Notice of AGM dated 29<sup>th</sup> May, 2019 has been **passed unanimously**.



**Resolution No. 5 To appoint Mr. Ajay Kumar Vij (DIN: 00164984) as an Independent Director of the Company for a period of five years w.e.f. the date of 62<sup>nd</sup> AGM.**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of votes cast
	Number of voters	Number of votes	Number of voters	Number of votes	Number of voters	Number of votes	
<b>Assent (For)</b>	39	<b>72,74,549</b>	120	<b>12,179</b>	159	<b>72,86,728</b>	100.00
<b>Dissent (Against)</b>	-	-	-	-	-	-	0.00
<b>Abstain</b>	-	-	-	-	-	-	0.00
<b>Total</b>	39	<b>72,74,549</b>	120	<b>12,179</b>	159	<b>72,86,728</b>	100.00

Based on the above result, we report that the **Ordinary Resolution** at Item no. 5 as set out in the Notice of AGM dated 29<sup>th</sup> May, 2019 has been **passed unanimously**.

**Resolution No. 6 To enter into agreement with QH Talbros Private Limited for sale/purchase of Company's products for a period of three years w.e.f. 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2022 upto a maximum amount of Rs. 80.00 crores in one financial year; and ratification in relation to earlier transactions.**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of votes cast
	Number of voters	Number of votes	Number of voters	Number of votes	Number of voters	Number of votes	
<b>Assent (For)</b>	36	<b>64,04,168</b>	120	<b>12,179</b>	156	<b>64,16,347</b>	100.00
<b>Dissent (Against)</b>	-	-	-	-	-	-	0.00
<b>Abstain</b>	3	<b>8,70,381</b>	-	-	3	<b>8,70,381</b>	0.00
<b>Total</b>	39	<b>72,74,549</b>	120	<b>12,179</b>	159	<b>72,86,728</b>	100.00

Based on the above result, we report that the **Ordinary Resolution** at Item no. 6 as set out in the Notice of AGM dated 29<sup>th</sup> May, 2019 has been **passed unanimously**.



**Resolution No. 7** To enter into agreement with Nippon Leakless Talbros Private Ltd for Purchase and/ or Sale of Tyre Sealant and other production inputs etc for a period of three years w.e.f. 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2023 upto a maximum amount of Rs. 4.00 crores in one financial year.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of votes cast
	Number of voters	Number of votes	Number of voters	Number of votes	Number of voters	Number of votes	
Assent (For)	36	68,08,482	120	12,179	156	68,20,661	100.00
Dissent (Against)	-	-	-	-	-	-	0.00
Abstain	3	4,66,067	-	-	3	4,66,067	0.00
<b>Total</b>	39	72,74,549	120	12,179	159	72,86,728	100.00

Based on the above result, we report that the **Ordinary Resolution** at Item no. 7 as set out in the Notice of AGM dated 29<sup>th</sup> May, 2019 has been **passed unanimously**.

**Resolution No. 8** To enter into agreement with Nippon Leakless Talbros Private Ltd for sale/ purchase of gaskets to each other for a period of three years w.e.f. 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2023 upto maximum amount of Rs. 2.00 Crores in one financial year.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of votes cast
	Number of voters	Number of votes	Number of voters	Number of votes	Number of voters	Number of votes	
Assent (For)	36	68,08,482	120	12,179	156	68,20,661	100.00
Dissent (Against)	-	-	-	-	-	-	0.00
Abstain	3	4,66,067	-	-	3	4,66,067	0.00
<b>Total</b>	39	72,74,549	120	12,179	159	72,86,728	100.00

Based on the above result, we report that the **Ordinary Resolution** at Item no. 8 as set out in the Notice of AGM dated 29<sup>th</sup> May, 2019 has been **passed unanimously**.





**Resolution No. 9** To enter into agreement with Talbros Marugo Rubber Pvt. Ltd. for Purchase/Sale of Rubber, Rubber Compound, other Chemicals and to do job work for each other for a period of three years w.e.f 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2022 upto maximum amount of Rs. 1.50 crore, Rs. 2.00 crore and Rs. 2.50 crore in 1<sup>st</sup>, 2<sup>nd</sup> and 3<sup>rd</sup> year respectively.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of votes cast
	Number of voters	Number of votes	Number of voters	Number of votes	Number of voters	Number of votes	
Assent (For)	38	72,11,698	120	12,179	158	72,23,877	100.00
Dissent (Against)	-	-	-	-	-	-	0.00
Abstain	1	4,66,067	-	-	1	4,66,067	0.00
<b>Total</b>	39	72,74,549	120	12,179	159	72,86,728	100.00

Based on the above result, we report that the **Ordinary Resolution** at Item no. 9 as set out in the Notice of AGM dated 29<sup>th</sup> May, 2019 has been **passed unanimously**.

**Resolution No. 10** Ratification of remuneration of M/s. Vijender Sharma & Co., (Firm Registration No. 00180) as Cost Auditors for financial year ended 31<sup>st</sup> March, 2020.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) of votes cast
	Number of voters	Number of votes	Number of voters	Number of votes	Number of voters	Number of votes	
Assent (For)	39	72,74,549	120	12,179	159	72,86,728	100.00
Dissent (Against)	-	-	-	-	-	-	0.00
Abstain	-	-	-	-	-	-	0.00
<b>Total</b>	39	72,74,549	120	12,179	159	72,86,728	100.00

Based on the above result, we report that the **Ordinary Resolution** at Item no. 10 as set out in the Notice of AGM dated 29<sup>th</sup> May, 2019 has been **passed unanimously**.



11. The register and all other papers relating to voting by electronic means shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I shall hand over the register and all other related papers to the Company.

Thanking you,

Yours faithfully,

For **Kiran Sharma & Co**  
**Company Secretaries**



**Kiran Sharma**  
**Scrutinizer**  
**C.P. No. 3116**



**New Delhi**  
**September 26, 2019**