

Company Secretaries

Consolidated Report of Scrutinizer on voting through e-voting system and through remote e-voting

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015

To,
The Chairman
64th Annual General Meeting of the Shareholders
Talbro Automotive Components Limited
14/1, Delhi Mathura Road,
P.O. Amar Nagar, Faridabad-121003

Dear Sir,

I, Kiran Sharma, proprietor of M/s. Kiran Sharma & Co., Practicing Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of Talbro Automotive Components Limited (hereinafter referred to as the "Company") at its meeting held on June 8, 2021 to scrutinize the process of Remote e-voting and e-voting at the 64th AGM and for ascertaining the requisite majority on resolutions contained in the Notice of 64th AGM and for providing the combined result of remote e-voting and e-voting carried out during the AGM.

The Notice dated June 8, 2021, as confirmed by the Company was sent to the shareholders through electronic mode to these Members whose email addresses were registered with the Company/Depositories, in compliance with the MCA & SEBI Circulars.

For those Members whose email ids were not available, or who were holding shares in physical form and have not registered their email ids, the Company had advertised Notice convening AGM and e-voting details in the newspapers with all related information.

For 64th AGM of the Company:

1. The remote e-voting period remained open from Friday, September 24, 2021 (9:00 a.m. IST) to Sunday, September 26, 2021 (5:00 p.m. IST) and was disabled for voting thereafter.
2. The members holding shares as on the "cut off" date i.e. Monday, September 20, 2021 were entitled to vote on the proposed resolutions (item no. 1 to 7 as set out in the Notice of 64th AGM of the Company) by remote e-voting system prior to 64th AGM and e-voting system during the 64th AGM.

Off: 7A, LGF, NRI Complex Greater Kailash-IV, New Delhi – 110019, India | Mobile: 9910892003

Email: cskiransharma.co@gmail.com



3. The Company had advertised in the newspapers, asking members who have not registered their email ids with the Company or KFIN, Registrar and Transfer Agents ('RTA') of the Company or with the respective Depository Participant viz. National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL").
4. The Company availed the services by National Securities Depository Limited (NSDL) for the purpose of extending the facility of Remote e-voting and e-voting at AGM (hereinafter referred to as the 'e-voting facility') to the Members of the Company.
5. The Company provided e-voting facility for the members to vote during the AGM and till 11:45 a.m. after the conclusion of AGM proceedings for members who had not voted on resolutions through remote e-voting.
6. After the conclusion of the e-voting at the 64th AGM, the votes cast by the members at the 64th AGM through e-voting system and through remote e-voting facility, were downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>) on September 27, 2021 at 6:05 p.m.
7. I have scrutinized and reviewed the votes cast by the members through e-voting facility, based on the data downloaded from the NSDL e-voting system.
8. The Management of the Company is responsible to ensure compliances with regard to conducting the 64th AGM of the members of the Company through VC/OAVM and to organize the e-voting facility in accordance with the provisions of the Companies Act, 2013 read with the Rules made thereunder and the MCA Circulars issued in this regard.

My responsibility as a scrutinizer for ascertaining the requisite majority on voting through e-voting system and remote e-voting is limited to prepare and submit the Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated in the Notice of AGM, by the members of the Company on the basis of the reports generated from e-voting system provided by NSDL.
9. The votes cast through e-voting facility was duly unblocked by me as Scrutinizer in the presence of Mr. Rahul Gupta and Mr. Murlidhar Talreja who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.
10. Only valid votes have been taken as votes polled.
11. Consolidated report on the result of the voting through e-voting system and remote e-voting is as under:



ORDINARY BUSINESS

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended March 31, 2021 including audited Balance Sheet as at March 31, 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.

Votes in Favour of the Resolution		Votes against the Resolution	
Nos.	%	Nos.	%
74,44,331	99.998	114	0.002

Ordinary Resolution set out at item no. 1 of Notice stands **PASSED** with the requisite majority.

Resolution 2: Ordinary Resolution

To declare Dividend @ 20 % on paid-up Equity Share Capital for the financial year ended March 31, 2021.

Votes in Favour of the Resolution		Votes against the Resolution	
Nos.	%	Nos.	%
74,05,347	99.476	39,019	0.524

Ordinary Resolution set out at item no. 2 of Notice stands **PASSED** with the requisite majority.

Resolution 3: Ordinary Resolution

To re-appoint Mr. Vidur Talwar (DIN: 00114643) as Director, who retires by rotation and, being eligible, offers himself for re-appointment.

Votes in Favour of the Resolution		Votes against the Resolution	
Nos.	%	Nos.	%
63,19,131	99.997	179	0.003

Ordinary Resolution set out at item no. 3 of Notice stands **PASSED** with the requisite majority.



SPECIAL BUSINESS

Resolution 4: Ordinary Resolution

Renewal of Agreement with QH Talbros Private Limited for a period of three years with effect from April 1, 2022 to March 31, 2025 for Sale/Purchase of Company's products.

Votes in Favour of the Resolution		Votes against the Resolution	
Nos.	%	Nos.	%
55,67,759	99.973	1,514	0.027

Ordinary Resolution set out at item no. 4 of Notice stands **PASSED** with the requisite majority.

Resolution 5: Ordinary Resolution

Renewal of Agreement with Talbros Marugo Rubber Private Limited for a period of three years w.e.f April 1, 2022 to March 31, 2025 for purchase/sale of Rubber, Rubber Compound, other chemicals and to do job work for each other.

Votes in Favour of the Resolution		Votes against the Resolution	
Nos.	%	Nos.	%
55,69,259	99.999	14	0.001

Ordinary Resolution set out at item no. 5 of Notice stands **PASSED** with the requisite majority.

Resolution 6: Ordinary Resolution

Entering into Business Agreement with Talbros Indiparts Private Limited for a period of three years with effect from April 1, 2021 to March 31, 2024 for sale of Company's products in the aftermarket.

Votes in Favour of the Resolution		Votes against the Resolution	
Nos.	%	Nos.	%
74,42,852	99.980	1,514	0.020

Ordinary Resolution set out at item no. 6 of Notice stands **PASSED** with the requisite majority.

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 March 31, 2022.

Votes in Favour of the Resolution		Votes against the Resolution	
Nos.	%	Nos.	%
74,44,214	99.998	152	0.002

Ordinary Resolution set out at item no. 7 of Notice stands **PASSED** with the requisite majority.

I report as under:

1. All the Seven 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 received from NSDL 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 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: **F004942C001026446**



Date: New Delhi
Place: 28.09.2021