

# 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.talbros.com, Email: seema\_narang@talbros.com

## NOTICE

**NOTICE** is hereby given that the 63rd Annual General Meeting of the members of Talbros Automotive Components Limited will be held on **Friday, the 25<sup>th</sup> day of September, 2020 at 10.30 a.m.** through **video conferencing/ other audio visual means (VC/OAVM)** to transact the following business:

### ORDINARY BUSINESS:

- To receive, consider and adopt the Financial Statements (Standalone and Consolidated) of the Company for the year ended 31<sup>st</sup> March, 2020 including audited Balance Sheet as at 31<sup>st</sup> 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 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 31<sup>st</sup> March, 2020 including the Balance Sheet as at 31<sup>st</sup> March, 2020, 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.”

- To declare Dividend @ 5 % on paid-up Equity Share Capital for the financial year ended 31<sup>st</sup> March, 2020 and in this regard pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the recommendation of the Board of Directors, 5% dividend at the rate of ₹ 0.50 per equity share on 1,23,45,630 Equity shares 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 year ended 31<sup>st</sup> March, 2020.

**RESOLVED FURTHER THAT** the dividend be paid to the shareholders whose names appear on the Register of Members as on Thursday, 17<sup>th</sup> September, 2020.”

- To re-appoint Mr. Navin Juneja (DIN: 00094520) 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 Article 88 of the Articles of Association of the Company read with Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Navin Juneja (DIN: 00094520) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

### SPECIAL BUSINESS:

- To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals as may be required and as recommended by the Nomination and Remuneration Committee, approval and consent of the Company be and is hereby accorded for 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, not liable to retire by rotation and on payment of monthly remuneration payable to him during the period of his continuance in the office of Vice Chairman and Managing Director of the Company as detailed hereunder along with payment of commission at the end of the financial year with the condition that the total amount of remuneration payable to him with commission does not exceed 5% of the Net Profits of the Company, computed in accordance with the provisions of Section 198 of the Companies Act, 2013.

## Notice (Contd.)

### 1. Salary

Particulars	Monthly Remuneration (₹)
Basic Salary	7,55,000/-
House Rent Allowance	5,28,500/-
Other Allowances	75,900/-
<b>Total Salary</b>	<b>13,59,400/-</b>

### 2. Perquisites & Allowances in addition to the above:

- Company's Contribution towards Provident Fund and Superannuation Fund as per rules of the Company.
- Gratuity - As per rules of the Company.
- Earned/ Privilege Leaves - As per rules of the company. Leaves accumulated but not availed of during the tenure may be allowed to be encashed at the end of the tenure.
- Car - Provision of a Chauffeur driven car for the business purposes of the Company & personal use.
- Telephone - Telephone facility at residence, personal long distance calls to be paid by Mr. Umesh Talwar.
- Such other benefits/ amenities and other privileges as may from time to time be available to other executives of the Company and the monetary value shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, the same be evaluated at actual cost.

### 3. Other Benefits:

- Reimbursement of entertainment expenses actually and properly incurred in course of the business of the company.
- The expenses in connection with the spouse accompanying Vice Chairman & Managing Director while on business tours in India and abroad to be borne by the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to vary/ alter the remuneration and/ or the terms and conditions including the designation of Mr. Umesh Talwar, Vice Chairman and Managing Director in any manner within the permissible limits and from time to time as recommended by the Nomination & Remuneration Committee and deemed fit by the Board in its absolute discretion.

**RESOLVED FURTHER THAT** in the absence or inadequacy of profits in any financial year, the remuneration as set above be paid to Mr. Umesh Talwar as minimum remuneration, subject to necessary approval(s), as may be required.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be usual, expedient or proper to give effect to the aforesaid resolution."

- To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals as may be required and as recommended by the Nomination and Remuneration Committee, approval and consent of the Company be and is hereby accorded for 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, liable to retire by rotation and on payment of monthly remuneration payable to him, during the period of his continuance in the office of Joint Managing Director of the Company as detailed hereunder along with payment of commission at the end of the financial year with the condition that the total amount of remuneration payable to him with commission does not exceed 5% of the Net Profits of the Company, computed in accordance with the provisions of section 198 of the Companies Act, 2013.

### 1. Salary

Particulars	Monthly Remuneration (₹)
Basic Salary	6,46,000/-
House Rent Allowance	4,52,200/-
Other Allowances	65,945/-
<b>Total Salary</b>	<b>11,64,145/-</b>

### 2. Perquisites & Allowances in addition to the above:

- Company's Contribution towards Provident Fund and Superannuation Fund as per rules of the Company.
- Gratuity – As per rules of the Company.

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- c) Earned/ Privilege Leaves - As per rules of the company. Leaves accumulated but not availed of during the tenure may be allowed to be encashed at the end of the tenure.
- d) Car- Provision of a Chauffeur driven car for the business purposes of the Company & personal use.
- e) Telephone- Telephone facility at residence, personal long distance calls to be paid by Mr. Anuj Talwar.
- f) Such other benefits/ amenities and other privileges as may from time to time be available to other executives of the Company and the monetary value shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, the same be evaluated at actual cost.

### 3. Other Benefits:

- a) Reimbursement of entertainment expenses actually and properly incurred in course of the business of the company.
- b) The expenses in connection with the spouse accompanying the Joint Managing Director while on business tours in India and abroad to be borne by the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to vary/ alter the remuneration and/ or the terms and conditions including the designation of Mr. Anuj Talwar, Joint Managing Director in any manner within the permissible limits and from time to time as recommended by the Nomination & Remuneration Committee and deemed fit by the Board in its absolute discretion.

**RESOLVED FURTHER THAT** in the absence or inadequacy of profits in any financial year, the remuneration as set above be paid to Mr. Anuj Talwar as minimum remuneration, subject to necessary approval(s), as may be required.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be usual, expedient or proper to give effect to the aforesaid resolution.”

- 6. 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 Sections 149, 150, 152 and any other applicable provisions 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) read with Schedule IV to the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination and Remuneration Committee of the Board of Directors, Mr. Tarun Singhal (DIN: 07056960), who was appointed as an Additional Director of the Company with effect from 18<sup>th</sup> June, 2020 under Section 161(1) of the Companies Act, 2013 by the Board of Directors and whose term of office as an Additional Director expires at this Annual General Meeting and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received from a shareholder in the prescribed manner, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a term of five years from the date of this Annual General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

- 7. 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 of M/s Vijender Sharma & Co., Cost accountants (Firm Registration No. 00180) appointed as Cost Auditor by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021 amounting to ₹ 1.75 Lacs plus taxes thereon besides 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: 29<sup>th</sup> June, 2020

Sd/-  
**Seema Narang  
Company Secretary**

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### NOTES:

1. **In accordance with the General Circular No. 20/2020 dated May 5, 2020, read with the circulars dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 issued by the Ministry Of Corporate Affairs (MCA) and in accordance with the Circular dated 12<sup>th</sup> May, 2020 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”) Annual General Meeting (AGM) will be conducted through video conferencing/other audio visual means (VC/OAVM). Members can attend and participate in the 63<sup>rd</sup> 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, A MEMBER IS NOT ENTITLED TO APPOINT A PROXY FOR THE 63<sup>rd</sup> AGM.**

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, 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, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3.
  - a) The Company is pleased to provide two-way facility through VC/OAVM and live webcast of the proceedings of the 63<sup>rd</sup> Annual General Meeting on 25<sup>th</sup> September, 2020 from 10.30 a.m. (IST) onwards at web link – <https://www.evoting.nsdl.com>
  - b) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. 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. 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, Auditors etc. who are

allowed to attend the AGM without restriction on account of first come first served basis.

4. 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.
5. 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 April 08, 2020, April 13, 2020 and May 05, 2020 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 authorised 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.
6. **In accordance with the Applicable Circulars, electronic copies of the 63<sup>rd</sup> Annual Report and this Notice, inter-alia, indicating the process and manner of e-voting 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.**
7. **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](http://www.talbro's.com), websites of the Stock Exchanges i.e, BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL i.e, [www.evoting.nsdl.com](http://www.evoting.nsdl.com)**
8. **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](mailto:seema_narang@talbro's.com) at least ten (10) days before the AGM.**
9. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, which sets out details relating to Special Businesses mentioned at Items no. 4 to 7 is annexed hereto.

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### 10. 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 Friday, 18<sup>th</sup> September, 2020. 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 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](http://www.talbro.com).

comand on the website of NSDL at [www.evoting.nsd.com](http://www.evoting.nsd.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:

<b>Commencement of e-voting</b>	Tuesday, 22 <sup>nd</sup> September, 2020 at 9:00 A.M (IST)
<b>End of e-voting</b>	Thursday, 24 <sup>th</sup> September, 2020 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: Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>**

**Step 2: Cast your vote electronically on NSDL e-voting system**

#### Details for Step 1 are as under:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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.nsd.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.*

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4. 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***.

### 5. Details for using your password are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
  - (i) 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 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 under heading in Note no. 10 (6) herein below **"Instructions 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](http://www.evoting.nsdl.com).
    - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
    - 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:

#### Instructions to cast your vote electronically are as under:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.

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6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or **contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id -[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or at telephone nos.:- +91 22 24994545, +91 22 24994559**, who will also address the grievances connected with the voting by electronic means.

### Instructions for those shareholders whose email 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), AADHAAR (self attested scanned copy of Aadhaar Card) by email to [seema\\_narang@talbros.com](mailto: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](mailto:seema_narang@talbros.com).

### 11. 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 NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.

- 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 15 minutes before the scheduled time of AGM and will be closed on the expiry of 15 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, Auditors etc.
- iii. The procedure for e-Voting on the day of the AGM is same as the instructions for remote e-voting mentioned earlier.
- 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](mailto:seema_narang@talbros.com) by 15<sup>th</sup> September, 2020 (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.

## Notice (Contd.)

- vi. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/1800-222-990 or may also contact **Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id - [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or at telephone nos.:- +91 22 24994545, +91 22 24994559**, who will also address the grievances connected with the voting by electronic means.
12. The Register of Members will remain closed from Thursday, 17<sup>th</sup> September, 2020 to Friday, 25<sup>th</sup> September, 2020 (both days inclusive).
13. Subject to the provisions of Section 124 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 Wednesday, 16<sup>th</sup> September, 2020 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 close of Wednesday, 16<sup>th</sup> September, 2020.
14. 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.
15. 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 May 13, 2020) @ 7.5% 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. <https://ris.kfintech.com/form15>

**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



## Notice (Contd.)

by the provisions of the Double Tax Avoidance Agreement (“DTAA”) between India and the country 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. <https://ris.kfintech.com/form15>

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 through email to [rajeev.kr@kfintech.com](mailto:rajeev.kr@kfintech.com) not later than Tuesday, 15<sup>th</sup> September, 2020.**

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.
- 7.5% 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.

**Notice (Contd.)**

Kindly note that the aforementioned documents should be uploaded with KFin Technologies Private Limited, the Registrar and Transfer Agent of the Company at <https://ris.kfintech.com/form15> or sent through e-mail to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and [rajeev.kr@kfintech.com](mailto:rajeev.kr@kfintech.com).

**No communication on the tax determination / deduction shall be entertained after 15<sup>th</sup> September, 2020.**

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

16. Details of the Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms a part of this Notice.
17. Register of contracts or arrangements in which directors are interested will be produced at the commencement of AGM and remain open and accessible during the continuance of the AGM to any person attending meeting through VC/OAVM.

18. 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.
19. 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. The said forms can also be down-loaded from the Company's website [www.talbros.com](http://www.talbros.com).
20. 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](http://www.talbros.com) to ascertain such details.
21. Since the Annual General Meeting will be held through video conferencing, the route map and attendance slip are not attached to this Notice.

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

Place: Gurugram  
Date: 29<sup>th</sup> June, 2020

**Sd/-  
Seema Narang  
Company Secretary**

## Notice (Contd.)

### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 4 and 5

Mr. Umesh Talwar is one of the Promoters of the Company and has been managing the affairs of the company as its Vice Chairman & Managing Director (VCMD) since 2000. Shareholders of the Company at their 60th Annual General Meeting held on 26<sup>th</sup> September, 2017 had approved the re-appointment of Mr. Umesh Talwar as VCMD for a period of 3 years from 1st April, 2018 to 31st March, 2021, not liable to retire by rotation.

Mr. Anuj Talwar has been associated with the Company since 2008. He has over 16 years of rich experience in the Corporate Finance, Credit analysis and Auto Industry. Shareholders of the Company at their 60th Annual General Meeting held on 26<sup>th</sup> September, 2017 had approved the re-appointment of Mr. Anuj Talwar as Joint Managing Director for a period of 3 years from 14<sup>th</sup> August, 2018 to 13<sup>th</sup> August, 2021, liable to retire by rotation.

At their subsequent Annual General Meeting held on 25<sup>th</sup> September, 2018, shareholders of the Company had approved the revised remuneration for Mr. Umesh Talwar and Mr. Anuj Talwar w.e.f 1<sup>st</sup> April, 2018.

As the current term of appointment of Mr. Umesh Talwar and Mr. Anuj Talwar are valid till 31st March, 2021 and 13<sup>th</sup> August, 2021 respectively, approval of members by way of special resolution(s) is sought for the re-appointment of Mr. Umesh Talwar and Mr. Anuj Talwar for a period of 3 years from 1<sup>st</sup> April, 2021 and 14<sup>th</sup> August, 2021 respectively at the existing remuneration.

The Board of Directors has, subsequent to the approval and recommendation of the Nomination and Remuneration Committee in its meeting held on 18<sup>th</sup> June, 2020, approved the re-appointments of Mr. Umesh Talwar and Mr. Anuj Talwar as mentioned in the respective resolutions at Item no. 4 and 5 subject to shareholders' approval.

The shareholders of the Company are requested to approve the re-appointment of Mr. Umesh Talwar and Mr. Anuj Talwar on the remuneration as mentioned in Item No. 4 and 5 of this Notice for a period of three years with effect from 1<sup>st</sup> April, 2021 and 14<sup>th</sup> August, 2021 respectively to be paid as minimum remuneration in case of loss or inadequacy of profits in any financial year during their tenure.

In order to ensure continuity in payment of remuneration to whole time Directors irrespective of unforeseen volatility in operations/ profitability and as per the requirements of Section – II of Part – II of Schedule V of the Companies Act, 2013 a Special Resolution is also required to be passed for payment of managerial remuneration, therefore consent of members by way of a Special Resolution is sought for re-appointment of Umesh Talwar as VCMD and Mr. Anuj Talwar as Joint Managing Director of the Company w.e.f. 1<sup>st</sup> April, 2021 and 14<sup>th</sup> August, 2021 respectively for a period of three years at specified remuneration as detailed in the proposed resolutions at item no. 4 and 5.

The Directors are of the opinion that the re-appointment of Mr. Umesh Talwar as VCMD and Mr. Anuj Talwar as Jt. Managing Director will be in the interest of the Company considering their rich experience, product and industry knowledge and strong board performance that will benefit the Company in the long run and also help the Company to steer through the difficult and challenging times. Accordingly, the Directors recommend the Special Resolutions at item no. 4 and 5 of this notice for your approval.

This may also be treated as memorandum pursuant to Section 190 of the Companies Act, 2013.

Mr. Umesh Talwar and Mr. Anuj Talwar hold 4,31,906 and 62,851 equity shares of the Company respectively.

Mr. Umesh Talwar and Mr. Anuj Talwar hold directorships in the following Companies:

Mr. Umesh Talwar		Mr. Anuj Talwar	
Name of the Company	Date of Appointment	Name of the Company	Date of Appointment
QH Talbros Pvt. Ltd.	06-06-2014	T&T Motors Pvt. Ltd.	30-09-2015
Sunrise Medicare Pvt. Ltd.	04-04-2002	Talbros International Pvt. Ltd	30-09-2016
		Magneti Marelli Talbros Chassis Systems Private Limited	03-02-2012
		Talbros Margo Rubber Pvt. Ltd.	23-08-2012
		Nippon Leakless Talbros Private Limited	13-02-2020

## Notice (Contd.)

Mr. Umesh Talwar and Mr. Naresh Talwar being brothers are related to each other. Mr. Umesh Talwar is the father of Mr. Anuj Talwar and hence both are related to each other.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except the appointee, Mr. Naresh Talwar, being brother of Mr. Umesh Talwar and Mr. Anuj Talwar, being the son of Mr. Umesh Talwar, is concerned or interested, financially or otherwise, in the special resolution set out at Item No. 4.

None of the Directors/Key Managerial Personnel of the Company/ their relatives, except the appointee and Mr. Umesh Talwar, being father of Mr. Anuj Talwar, is concerned or interested, financially or otherwise, in the special resolution set out at Item No. 5.

The statement of information as required under Section II of Part-II of Schedule V to the Companies Act, 2013 is as under:

<b>(I) General Information:</b>					
Nature of Industry	Manufacturing Auto Components				
Date of commencement of commercial operation	The Company was incorporated on 08 <sup>th</sup> September, 1956 and it has started its Commercial production in 1957.				
<b>Financial Performance:</b>	(₹ Lacs)				
Financial Parameters	<b>2015-16</b>	<b>2016-17</b>	<b>2017-18</b>	<b>2018-19</b>	<b>2019-20</b>
Turnover (₹ In Lacs)	31008.52	35343.01	40000.61	48284.79	38529.41
Net profit as per profit and loss statement	1169.98	1012.87	1909.11	2167.57	671.89
Dividend paid (₹ In lacs)	185.18	185.18	185.18	222.22	61.73
Rate of dividend declared	15%	15%	15%	18%	5%
<b>Joint Ventures (JV)/ Foreign</b>	<ul style="list-style-type: none"> <li>– Nippon Leakless Corporation Japan, (JV with Nippon Leakless Corporation, Japan)</li> <li>– Magneti Marelli Talbros Chassis Systems Private Limited (JV with Sistemi Sospensioni S.p.A, Italy)</li> <li>– Talbros Marugo Rubber Private Limited (JV with Marugo Rubber Industries Ltd, Japan)</li> </ul>				

## II. Information about the appointees:

Name	Mr. Umesh Talwar	Mr. Anuj Talwar
<b>Background Details</b>	<p>Mr. Umesh Talwar, aged 69 years, has done B.Com (Hons.) from Hindu College, Delhi University and MBA from XLRI, Jamshedpur. He has more than 43 years of experience in the Automotive Component Industry. He has been associated with the Company since 1977.</p> <p>He is one of the Promoters and has been managing the affairs of the company as its Vice Chairman &amp; Managing Director (VCMD) since 2000. Under his leadership the company has received various awards and recognition.</p>	<p>Mr. Anuj Talwar, aged 39 years, is a Bachelor in Business Administration from college of William &amp; Mary, Virginia, USA and Master of Business Administration from Boston University Graduate School of Management.</p> <p>He has been associated with the Company since 2008. He had over 15 years of rich experience in the Corporate Finance, Credit analysis and Auto Industry.</p>
<b>Past remuneration (₹ Per annum)</b>	<p>2017-18 108.82 lacs</p> <p>2018-19 175.40 lacs</p> <p>2019-20 171.01 lacs</p>	<p>2017-18 78.29 lacs</p> <p>2018-19 150.40 lacs</p> <p>2019-20 146.58 lacs</p>

## Notice (Contd.)

<b>Job profile and his suitability</b>	Mr. Umesh Talwar is responsible for day to day management and administration of the Company's operations subject to the superintendence, direction and control of the Board.	Mr. Anuj Talwar is responsible for coordinating with Joint Venture Companies, particularly Magneti Marelli Talbros Chassis Systems Private Limited and Talbros Marugo Rubber Private Limited as well as new business developments.
Remuneration proposed	As set out in the explanatory statement for resolution at item no. 4 and 5 of this Notice. The remuneration to VCMD and JMD has been approved by the Nomination and Remuneration Committee & Board of Directors in the meetings held on 18 <sup>th</sup> June, 2020.	
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	In view of the size of the Company, the qualification and experience of Mr. Umesh Talwar and Mr. Anuj Talwar and the profile being handled by them, the remuneration as mentioned above is on the lower side as compared to the remuneration being paid to managerial positions in other Companies in the industry.	
Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any	Besides, the remuneration proposed, Mr. Umesh Talwar does not have any other pecuniary relationship with the Company. However Mr. Umesh Talwar is related to Mr. Naresh Talwar being his brother and to Mr. Anuj Talwar being his father.	Besides the remuneration proposed, Mr. Anuj Talwar does not have any other pecuniary relationship with the Company. However Mr. Anuj Talwar is related to Mr. Umesh Talwar being his son.
<b>III. Other information:</b>		
Reasons for loss or inadequate profits	There are no losses and the Company does not envisage any loss or inadequate profits during the tenure of appointment of Mr. Umesh Talwar and Mr. Anuj Talwar. However, approval of the members by way of Special Resolution is sought as a matter of abundant caution in order to ensure continuity in payment of remuneration to the Whole time directors irrespective of the unforeseen volatility in operations/profitability and also as per the requirements of Section II of Part II of Schedule V to the Companies Act, 2013.	
Steps taken or proposed to be taken for improvement	<p>The management makes continuous endeavors and efforts to bring an increase in the productivity and profitability. These efforts, inter alia include the following:</p> <ul style="list-style-type: none"> <li>• The Company is exploring new markets/buyers in the international markets to increase export sales.</li> <li>• The Company is concentrating on the replacement market sale and has introduced new marketing strategies to it further.</li> <li>• The Company has taken various initiatives to save on the cost so as to improve the profit margin.</li> <li>• The Company is ready to deliver BS-VI compliant products.</li> </ul>	
Expected increase in productivity and profits in measurable terms	With the transition from BS-IV to BS-VI emission norms, the management hopes that the momentum of growth would be in double digits. However, the actual results may differ due to factors like changes in Government regulations, tax laws, economic developments within and outside the country and other related factors.	

## Notice (Contd.)

<b>IV. DISCLOSURES</b>	
i. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors;	All the required disclosures have been made in the Corporate Governance Report section and form a part of the 63rd Annual Report for the financial year ended 31 <sup>st</sup> March, 2020.
ii. Details of fixed component and performance linked incentives along with the performance criteria	
iii. Service contracts, notice period, severance fees;	
iv. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	

### Item No. 6

In terms of the provisions of Section 149 of the Companies Act, 2013 every listed company shall have at least one third of the total number of directors as Independent Directors and any fraction contained in such one third shall be rounded off as one. An Independent Director shall hold office for a term upto 5 consecutive years on the Board of a Company. Explanation to Section 152(6) signifies that Independent Directors are not liable to retire by rotation and can be appointed only for a fixed term upto five consecutive years.

Based on the recommendation of the Nomination & Remuneration Committee, the Board had appointed Mr. Tarun Singhal as an Additional Director (Independent) of the Company effective from 18th June, 2020 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and he holds office upto the date of the ensuing Annual General Meeting and recommends the appointment of Mr. Tarun Singhal as Independent Director, not liable to retire by rotation for a term of five years from the date of the ensuing Annual General Meeting.

The Company has received the requisite declarations from him that he meets the criteria of independence. In the opinion of the Board, he fulfills the conditions as specified in the Act and Rules made thereunder and the Listing Regulations for his appointment and is independent of the management. He is person of integrity and possesses appropriate skills,

experience, knowledge and qualification in his respective field which would be beneficial to the interest of the Company. Keeping in view his vast experience and knowledge that he possesses, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

Mr. Tarun Singhal holds 2,349 equity shares of the Company in his own name.

A notice in writing in the prescribed manner, as required under Section 160 of the Companies Act, 2013 and the rules made thereunder, has been received from the shareholder by the Company proposing the candidature of Mr. Tarun Singhal for appointment as Independent Director.

A copy of the draft letter for appointment of Mr. Tarun Singhal as an Independent Director setting out the terms and conditions would be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at [seema\\_narang@talbros.com](mailto:seema_narang@talbros.com)

This explanatory statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Mr. Tarun Singhal, being an appointee, none of the Directors/KMPs of the Company/their relatives is concerned or interested, whether financially or otherwise in the resolution set out at Item No. 6.

The Board recommends the appointment of Mr. Tarun Singhal as an Independent Director, for the approval by members of the Company.

**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 31<sup>st</sup> March, 2021. 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, 2021.

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: 29<sup>th</sup> June, 2020

**Sd/-  
Seema Narang  
Company Secretary**

## ANNEXURE TO EXPLANATORY STATEMENT

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

Name of the Director	Mr. Umesh Talwar	Mr. Anuj Talwar	Mr. Navin Juneja	Mr. Tarun Singhal
<b>DIN</b>	00059271	00628063	00094520	07056960
<b>Date of Birth</b>	29.09.1950	19.12.1980	30.09.1957	21.08.1957
<b>Date of Appointment</b>	01.04.2012	14.08.2012	12.11.2010	18.06.2020
<b>Qualifications</b>	B.Com (Hons.) from Hindu College, Delhi University and MBA from XLRI, Jamshedpur	Bachelor in Business Administration from College of William & Mary, Virginia, USA and Master of Business Administration from Boston University Graduate School of Management	B.Sc. (Hons.) (Mathematics) & Chartered Accountant (FCA)	B. Tech.(E.E.)- Indian Institute of Technology , Kanpur
<b>Nature of expertise in specific functional areas</b>	Over 43 years of varied experience in Automotive Components Industry.	Over 15 years of rich experience in Corporate Finance, Credit analysis and Auto Industry.	Advises various companies on financial management and corporate planning. More than 34 years of rich experience in Finance, Accounting and Strategic Planning.	Retired Top level executive with 41 years' experience including 22 years in the automotive industry in India and abroad. Currently, independent consultant to the Auto Industry..
<b>Directorship and Trusteeship in other Companies</b>	<ol style="list-style-type: none"> <li>QH Talbro's Pvt. Ltd.</li> <li>Sunrise Medicare Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>Talbro's Marugo Rubber Pvt. Ltd.</li> <li>Magneti Marelli Talbro's Chassis Systems Pvt. Ltd.</li> <li>Talbro's International Pvt Ltd.</li> <li>T &amp; T Motors Pvt. Ltd.</li> <li>Nippon Leakless Talbro's Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>Beacon Sales Pvt Ltd.</li> <li>Sunrise Medicare Pvt Ltd.</li> <li>Talbro's Realtors Pvt Ltd.</li> <li>Talbro's International Pvt. Ltd.</li> <li>TANDT Multi Trading Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>TANDT Multi Trading Private Limited</li> <li>Allied Motors Limited</li> </ol>
<b>Members of Committees of other Companies</b>	-	-	-	-
<b>No. of shares held</b>	4,31,906	62,851	1,453	2,349