



Talbro's Automotive
Components Ltd.

www.talbro's.com

February 21, 2019

The Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal street, Fort, Mumbai- 400 001	The National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051
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Company Code: 505160 / TALBROAUTO

Sub: Postal Ballot Notice-Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Further to the outcome of meeting of the board of Directors of the Company dated 14th February, 2019, we hereby enclose a copy of the Postal Ballot Notice dated 14th February, 2019 and Postal Ballot Form.

The Postal Ballot Notice and other relevant documents are being sent to all the shareholders whose names appear in the register of members/beneficial owners as on 15th February, 2019 ("Cut-off date"), seeking their approval as set out in Postal Ballot Notice.

The Company has engaged Karvy Fintech Private Limited (Karvy) to provide remote e-voting facility to members. The Voting through Postal Ballot and through e-voting will commence from 28th February, 2019 (Thursday) 09.00 a.m. (IST) and end on 29th March, 2019 (Friday) 05.00 p.m (IST). The results of the Postal Ballot will be announced on 30th March, 2019.

This is for your kind information and necessary records.

Thanking you,

Yours Sincerely

For Talbro's Automotive Components Limited

Seema Narang
Company Secretary

Encl: As above



TALBROS AUTOMOTIVE COMPONENTS LIMITED

CIN: L29199HR1956PLC033107

Regd. Office: 14/1, Delhi Mathura Road, Faridabad-121003, Haryana

Website: www.talbro's.com,

Email: seema_narang@talbro's.com, Tel: 0129 2251482

POSTAL BALLOT NOTICE

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

Dear Member(s),

NOTICE is hereby given to the Members of Talbro's Automotive Components Limited ("the Company") pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), Secretarial Standard-II on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and other applicable laws and regulations, if any, that the Company is seeking consent of its Members for the proposal contained in the six special resolutions appended below by way of Postal Ballot/ e-voting. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 setting out the material facts and the reasons for the proposed special businesses to be transacted through Postal Ballot are being sent with this Notice along with a Postal Ballot Form (Form).

The Board has appointed Mrs. Kiran Sharma, Practicing Company Secretary (COP No. 3116) as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Please read the instructions printed in the Postal Ballot Form carefully and return the Postal Ballot Form (no other form or photocopy thereof is permitted) duly completed, in the enclosed self-addressed postage prepaid envelope so as to reach the Scrutinizer at the address mentioned on the envelope on or before the close of working hours i.e. 5.00 pm on 29th March, 2019.

The postage will be borne and paid by the Company. It is however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer.

The Company is pleased to offer e-voting facility as an alternative way to record votes to its individual members. The procedure for availing the e-voting facility is described as a separate section on the Instructions page of the Form.

The Scrutinizer will submit her Report to the Chairman of the Board after completion of the scrutiny of the Postal Ballots and the result thereof shall be announced by the Chairman or by the Company Secretary in his absence, on 30th March, 2019 at 4:00 p.m. at the Registered Office of the Company at 14/1, Delhi Mathura Road, Faridabad-121003, Haryana. The result of the Postal Ballot will immediately be intimated to the National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE). The result of Postal Ballot shall also be posted on the Company's website (www.talbro's.com) simultaneously.

SPECIAL BUSINESSES:

1. CONTINUATION OF DIRECTORSHIP OF MR. NARESH TALWAR (DIN: 00059155) AS CHAIRMAN AND NON-EXECUTIVE DIRECTOR.

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 14th February, 2019 and pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the applicable provisions of the Companies Act, 2013, if any and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the continuation of Mr. Naresh Talwar (DIN: 00059155), aged 78 years, as the Chairman and Non-Executive Director of the Company, not liable to retire by rotation.”

2. RE- APPOINTMENT AND CONTINUATION OF MR. ANIL KUMAR MEHRA (DIN: 00004654) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS W.E.F. 12TH SEPTEMBER, 2019.

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 14th February, 2019 and pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended, Mr. Anil Kumar Mehra (DIN: 00004654), who holds office as an Independent Director and whose current period of office is expiring on September 11, 2019, being eligible, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years, w.e.f. September 12, 2019 to September 11, 2024 not liable to retire by rotation.”

“RESOLVED FURTHER THAT consent of the Company be and is hereby also accorded to the continuation of Mr. Anil Kumar Mehra as Non- Executive Independent Director of the Company for a second term of five years after attaining age of 75 years in terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the applicable provisions of the Companies Act, 2013.

3. RE-APPOINTMENT OF MR. V. MOHAN (DIN: 00071517) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS W.E.F 12TH SEPTEMBER, 2019.

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 14th February, 2019 and pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended, Mr. V Mohan (DIN: 00071517), who holds office as an Independent Director and whose current period of office is expiring on September 11, 2019, being eligible, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years, w.e.f. September 12, 2019 to September 11, 2024 not liable to retire by rotation.”

4. RE- APPOINTMENT OF MR. AMIT BURMAN (DIN: 00042050) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS W.E.F. 12TH SEPTEMBER, 2019.

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 14th February, 2019 and pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended, Mr. Amit Burman (DIN: 00042050), who holds office as an Independent Director and whose current period of office is expiring on September 11, 2019, being eligible, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years, w.e.f. September 12, 2019 to September 11, 2024 not liable to retire by rotation.”

5. RE- APPOINTMENT OF MR. RAJEEV RANJAN VEDERAH (DIN: 00012252) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS W.E.F. 12TH SEPTEMBER, 2019.

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 14th February, 2019 and pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended, Mr. Rajeev Ranjan Vederah (DIN: 00012252), who holds office as an Independent Director and whose current period of office is expiring on September 11, 2019, being eligible, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years, w.e.f. September 12, 2019 to September 11, 2024 not liable to retire by rotation.”

6. PROVIDING CORPORATE GUARANTEE TO MARUGO RUBBER INDUSTRIES, JAPAN (JV PARTNER) FOR AN AMOUNT OF RS. 2.00 CRORES BEING 50% OF THE FINANCIAL FACILITIES AVAILED BY JOINT VENTURE COMPANY TALBROS MARUGO RUBBER PRIVATE LIMITED.

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

“RESOLVED THAT pursuant to applicable provisions of Companies Act, 2013 and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded to give corporate guarantee to Marugo Rubber Industries, Japan (JV partner) in connection with financial facilities given by Mizuho Bank Limited to Talbros Marugo Rubber Private Limited (TMR), a Joint Venture Company for an amount of Rs. 2.00 Crores, being 50% of the total facilities (i.e Rs. 4.00 Crores) sanctioned to TMR in proportion to 50% share in the Joint Venture Company.”

“RESOLVED FURTHER THAT the Board of Directors (Board) be and is hereby authorised to do all such acts, deeds or things as may be necessary to give effect to the above resolution and all act, deeds or things already done by the Board in this connection be and are hereby ratified.”

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

Place: Gurugram
Date: 14th February, 2019

Sd/-
**Seema Narang
Company Secretary**

Notes:

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 read with (Management and Administration) Rules, 2014 in respect of proposed Special Resolution along with Postal Ballot form setting out material facts is appended to the notice.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on the cut-off date i.e. Friday, 15th February, 2019 (end of day) and any recipient of this Notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
3. The date of dispatch of Notice will be announced through advertisement in newspapers.
4. Shareholders desiring to exercise vote through physical mode are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer. Please note that any Postal Ballot Form received after the close of Working Hours i.e. 5.00 pm on 29th March, 2019 will be treated as not having been received. The e-voting facility shall be disabled by RTA accordingly.
5. The Company has engaged Karvy Fintech Private Limited (Karvy) to provide remote e-voting facility to members as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The members may opt for e-voting facility for giving their assent/ dissent to the proposed resolution.
6. The date of Declaration of Results of the Postal Ballot shall be deemed to be the date of the General Meeting and the date of passing of the proposed resolutions.
7. The shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the Form is permitted.
8. The Company is desirous to send various documents in electronic form to the email addresses provided by the members and made available by the depositories. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards green environment and to receive all documents, notices, and other communications of the Company, investors should register their e-mail addresses with the Registrar and Share Transfer Agent of the Company, if shares are held in physical mode or with their Depository Participant(s) (DP), if the holding is in electronic mode.
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days from the date hereof upto the date of declaration of the result of Postal Ballot.
10. Members can contact Mrs. Seema Narang, Company Secretary (e-mail: seema_narang@talbros.com; Telephone no– 0129 2251482) or Karvy Fintech Private Limited, RTA of the Company (e-mail: rajeev.kr@karvy.com; Telephone no– 040 67161524) to resolve any grievances with regard to voting by Postal Ballot.
11. A Shareholder cannot exercise his vote by proxy on Postal Ballot.

**EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 1

In terms of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on 9th May, 2018 ("Amended Listing Regulations"), with effect from 1st April, 2019, no Listed Entity shall appoint a person or continue the Directorship of a person as Non-Executive Director, who has attained the age of 75 years unless a Special Resolution is passed to that effect.

Mr. Naresh Talwar, Chairman (Non- executive), is of 78 years of age and in order to comply with the requirement of Regulation 17(1A) of the Amended SEBI (LODR) Regulations, approval of members' of Company is sought by way of Special Resolution for continuation of his directorship in the Company.

Mr. Naresh Talwar is one of the Promoters of the Company and has been associated with the Company since 1976. In his career span, he has worked with several companies of the Talwar Group and has rich experience of the automotive components industry. Under his chairmanship, the Company has grown and is sustaining its position as leading auto components manufacturers.

In view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Naresh Talwar, the Directors feel that his continuation as Chairman shall be in the best interests of the Company and hence recommend the Special Resolution as Item No. 1 of this Notice for your approval.

Mr. Umesh Talwar, Vice Chairman & Managing Director, Mr. Varun Talwar, Director and Mr. Vidur Talwar, Director are deemed to be interested in this item of business, being relatives of Mr. Naresh Talwar.

No other Director or Key Managerial Personnel or their relative is concerned or interested in the resolution set out at Item No. 1.

Item No. 2

Mr. Anil Kumar Mehra (DIN: 00004654) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company up to September 11, 2019 ("first term").

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Anil Kumar Mehra as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background, long and rich experience, continued valuable guidance to the management, strong Board performance and contributions made by him during his tenure, the continued association of Mr. Anil Kumar Mehra would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Anil Kumar Mehra as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Anil Kumar Mehra, Independent Director, is of 74 years of age. His continuation of Directorship as an Independent Director from September 12, 2019 (after attainment of 75 years of age) requires the approval of members by way of a special resolution, pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 which comes into effect from April 1, 2019.

Mr. Anil Kumar Mehra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Mr. Anil Kumar Mehra that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Anil Kumar Mehra fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Anil Kumar Mehra is independent of the management.

Mr. Anil Kumar Mehra shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of draft letter of appointment of Mr. Anil Kumar Mehra setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Anil Kumar Mehra is interested in the resolution set out at Item No. 2 of the Notice with regard to his re-appointment. Relatives of Mr. Anil Kumar Mehra may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

Item No. 3

Mr. Venkatraman Mohan, (DIN: 00071517) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company up to September 11, 2019 ("first term").

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. V Mohan as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and rich experience and contributions made by him during his tenure, the continued association and strong Board

performance of Mr. V Mohan would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. V Mohan as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. V Mohan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Mr. V Mohan that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. V Mohan fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. V Mohan is independent of the management.

Mr. V Mohan shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of draft letter of appointment of Mr. V Mohan setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. V Mohan is interested in the resolution set out at Item No. 3 of the Notice with regard to his re-appointment. Relatives of Mr. V Mohan may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 4

Mr. Amit Burman, (DIN: 00042050) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company up to September 11, 2019 ("first term").

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Amit Burman as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and rich experience and contributions made by him during his tenure, the continued association and strong Board performance of Mr. Amit Burman would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Amit

Burman as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Amit Burman is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Mr. Amit Burman that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Amit Burman fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Amit Burman is independent of the management.

Mr. Amit Burman shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of draft letter of appointment of Mr. Amit Burman setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Amit Burman is interested in the resolution set out at Item No. 4 of the Notice with regard to his re-appointment. Relatives of Mr. Amit Burman may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

Mr. Rajeev Ranjan Vederah, (DIN: 00012252) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company up to September 11, 2019 ("first term").

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Rajeev Ranjan Vederah as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and rich experience and contributions made by him during his tenure, the continued association and strong Board performance of Mr. Rajeev Ranjan Vederah would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Rajeev Ranjan Vederah as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Rajeev Ranjan Vederah is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Mr. Rajeev Ranjan Vederah that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Rajeev Ranjan Vederah fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Rajeev Ranjan Vederah is independent of the management.

Mr. Rajeev Ranjan Vederah shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of draft letter of appointment of Mr. Rajeev Ranjan Vederah setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Rajeev Ranjan Vederah is interested in the resolution set out at Item No. 5 of the Notice with regard to his re-appointment. Relatives of Mr. Rajeev Ranjan Vederah may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6

Talbro's Marugo Rubber Private Limited (TMR) is a 50:50 Joint Venture Company between Talbro's Automotive Components Limited (TACL) and Marugo Rubber Industries, Japan and is a related party as per Section 184 of the Companies Act, 2013.

TMR had availed a term loan of Rs. 4,00,00,000/- to meet its capex requirements from Mizuho Bank Limited, New Delhi ("the Bank") with the condition that Corporate Guarantee of Rs. 4,00,00,000/- is provided by Marugo Rubber Industries Ltd., Japan ("JV Partner").

Marugo Rubber Industries, Japan has requested the Company to provide in its favour Counter guarantee to extent of 50% of the Term Loan (i.e. Rs. 2,00,00,000/-) in proportion to 50% share in the Joint Venture Company.

The Directors recommend the resolution set forth in Item No. 6 of the Notice for approval of the members as Special Resolution.

Except Mr. Varun Talwar, Mr. Vidur Talwar & Mr. Anuj Talwar being common Directors, no other Director/ KMP or their relatives of the Company is concerned or interested, financially or otherwise in the resolution set out at Item No. 6 of the Notice.

By Order of the Board
For Talbros Automotive Components Limited

Sd/-
Seema Narang
Company Secretary

Place: Gurugram
Date: 14th February, 2019

Registered Office:
14/1, Delhi Mathura Road,
Faridabad – 121003, Haryana
CIN: L29199HR1956PLC033107

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT
Pursuant to SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

Name of the Director	Mr. Naresh Talwar	Mr. A. K. Mehra	Mr. V Mohan	Mr. Amit Burman	Mr. R. R. Vederah
Date of Birth	12-10-1240	05-09-1944	06-05-1951	16-07-1969	30-08-1949
Date of Appointment	15-07-2001	12-09-2014	12-09-2014	12-09-2014	12-09-2014
Qualifications	Graduate from St. Stephen College, Delhi University	B.Com (H), FCA	B.Com, FCA	M.S.C in Industrial Engineering, MBA.	Chemical engineering from the Indian Institute of Technology, New Delhi and a Master of Sciences in Chemical Engineering from University of Ashton (U.K.)
Nature of expertise in specific functional areas	Rich and wide experience in the automotive components industry for more than 51 years.	44 years of rich experience in Statutory Audit, internal audit, management audit, special investigative audit.	Acts as a Corporate Advisor for many companies.	26 years of rich experience in the IT Sector, Auto Components and Health & Care Industry.	49 years of rich experience in Chemical Engineering.
Directorship and Trusteeship in other Companies	1. QH Talbros Pvt. Ltd. 2. Sunrise Medicare Pvt. Ltd.	1. Intaglio Press Pvt Ltd 2. Thomson Digital (India) Ltd. 3. All India Finance and Commerce Pvt Ltd 4. Integrated Data Bases India Ltd. 5. T V Today Network Business Ltd.	1. Vascon Engineers Ltd. 2. BEC Industrial Investment Company Pvt Ltd. 3. Super Sara Auto Tradings (India) Pvt Ltd. 4. GMP Technical Solutions Pvt Ltd.	1. Dabur Industries Ltd. 2. PVR Limited 3. Micromax Informatics Ltd. 4. Lite Bite Foods Tres Pvt Ltd. 5. Lite Bite Foods Pvt Ltd. 6. Natures Bounty Wines and Allied Products Pvt Ltd. 7. A. B. Propmart Pvt Ltd. 8. HMS Host and Lite Bite Pvt Ltd 9. Lite Bite Travel Foods Pvt Ltd. 10. Ratna Commercial Enterprises Pvt Ltd 11. Gyan Enterprises Pvt Ltd. 12. Chowdry Associates 13. Mind Sports League Pvt Ltd. 14. H & B Stores Ltd. 15. Oriental Structural Engineers Pvt Ltd. 16. Dabur Securities Pvt Ltd. 17. Kho Kho Sports League Pvt Ltd.	1. Ballarpur Industries Ltd. 2. Bilt Graphic Paper Products Ltd. 3. Solaris Chemtech Industries Ltd. 4. Imerys New Quest (India) Pvt Ltd. 5. Bilt Industrial Packaging Company Ltd. 6. Thapar Fractal Foundation.
Chairman/ Member of Committees of other Companies	Nil	Nil	Nil	1. Micromax Informatics Ltd. (i) Audit Committee - Member (ii) Nomination & Remuneration Committee - Chairman (iii) CSR Committee - Member 2. Dabur India Limited (i) Nomination & Remuneration Committee - Member (ii) Stakeholders' Relationship Committee - Member (iii) Risk Management Committee - Member 3. PVR Limited (i) Audit Committee - Member (ii) Nomination & Remuneration Committee - Member	1. Bilt Industrial Packaging Company Ltd. Audit Committee - Member 2. Solaris Chemtech Industries Ltd Audit Committee - Member
No. of shares held	4,22,299	0	0	2,627	0

**TALBROS AUTOMOTIVE COMPONENTS LIMITED**

CIN: L29199HR1956PLC033107

Regd. Office: 14/1, Delhi Mathura Road, Faridabad-121003, Haryana

Website: www.talbro's.com, Email: seema_narang@talbro's.com

Tel: 0129 2251482

Sl. No.

POSTAL BALLOT FORM

1.	Name(s) of Shareholder(s) (in block letters) (Including joint holders, if any)	
2.	Registered address of the sole/ first named Shareholder	
3.	Registered Folio No. /DP. ID No. & Client ID No.* (*Applicable to investors holding shares in dematerialized form)	
4.	Number of shares held	

I/ We hereby exercise my/ our vote in respect of the following Resolution to be passed through Postal Ballot for the business stated in the Notice dated 14th February, 2019 of the Company by sending my/ our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate boxes below:

Item No.	Description (nature of resolution)	No. of shares	I/ we assent the resolution	I/ we dissent to the resolution
1.	Continuation of directorship of Mr. Naresh Talwar (DIN: 00059155) as Chairman and Non-Executive Director. (Special Resolution)			
2.	Re- appointment and continuation of Mr. Anil Kumar Mehra (DIN: 00004654) as Non-Executive Independent Director of the Company. (Special Resolution)			
3.	Re-appointment of Mr. V. Mohan (DIN: 00071517) as Non-Executive Independent Director of the Company. (Special Resolution)			
4.	Re- appointment of Mr. Amit Burman (DIN: 00042050) as Non-Executive Independent Director of the Company. (Special Resolution)			
5.	Re- appointment of Mr. Rajeew Ranjan Vederah (DIN: 00012252) as Non-Executive Independent Director of the Company. (Special Resolution)			
6.	Providing Corporate Guarantee to Marugo Rubber Industries, Japan (JV partner) for an amount of Rs. 2.00 Crores being 50% of the financial facilities availed by Joint Venture Company Talbro's Marugo Rubber Pvt. Ltd. (Special Resolution)			

Place:

Date:

Signature of Member/ beneficial owner**ELECTRONIC VOTING PARTICULARS**

EVEN (e-voting event number)	USER ID	PASSWORD/ PIN

The e voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
From 9.00 a.m. (IST) on Thursday, February 28, 2019	Up to 5.00 p.m. (IST) on Friday, March 29, 2019

Note: Please read carefully the Notes/ Instructions printed overleaf before exercising the vote.

Instructions and other information relating to voting in physical form/ e-voting are as under:

The shareholder(s) can opt only one mode of voting i.e. either by e- voting or physical mode. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However, in case shareholders cast their vote by physical ballot and e- voting, then voting done through e- voting will prevail and voting done through postal ballot will be treated as invalid.

Voting in Physical form:

1. A member/ beneficial owner desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and send it to the Company in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expense of the registered member/ beneficial owner will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be completed and signed by the member/ beneficial owner. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the Company) by the first named member/ beneficial owner and in his absence, by the next named member/ beneficial owner. There will be one Postal Ballot Form for every Folio/ Client ID irrespective of the number of joint holders.
4. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. The assent or dissent received in any other Form shall not be considered valid.
5. Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected.
6. In case of shares held by companies, trust, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ Authority, authorising the signatory to execute and sign the Postal Ballot Form. Further, where the form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the Postal Ballot Form.
7. Duly completed Postal Ballot Form should reach the Company or the Scrutinizer not later than the close of working hours i.e. 5.00 pm on 29th March, 2019. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member/ beneficial owner has not been received.
8. Members/ beneficial owners are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope as the envelope will be sent to the Scrutinizer and any extraneous paper found in the envelope would be destroyed by the Scrutinizer. Members/ beneficial owners are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and affixing their signatures.
9. A member may request for duplicate Postal Ballot Form, if so required. However, the duly filled in and signed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in point no. 7 above.
10. Postal Ballot Forms received by fax will be rejected as if reply from the shareholder has not been received unless the original Postal Ballot Form is received within prescribed time period.
11. The Scrutinizer's declaration on the validity of a Postal Ballot Form will be final.

Voting in Electronic Form:

The Company offers e-voting facility to its members enabling them to cast their vote electronically.

The instructions for shareholders for e-voting are as under:

Process and manner for members opting for e-voting is as under:

- A. In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - ii. Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password.

The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the E-Voting Event Number for Talbros Automotive Components Limited.
 - vii. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
 - ix. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.

- xi. The e- voting period commences on 28th February, 2019 (Thursday) 09.00 a.m. and ends on 29th March, 2019 (Friday) 05.00 p.m. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the record date i.e. 15th February, 2019, may cast their vote electronically. The e- voting module shall be disabled by Karvy Fintech Pvt Ltd for voting thereafter. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
 - xii. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: cskiransharma.co@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
- B. In case a Member receives physical copy of the Postal Ballot Notice by Post [for Members whose email IDs are not registered with the Company/ Depository Participant(s)]:
- i. User ID and initial password as provided overleaf.
 - ii. Please follow all steps from Sr.No. (i) to (xi) as mentioned in (A) above, to cast your vote.
- C. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
- D. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
- E. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being Friday, 15th February, 2019.
- F. The Board of Directors has appointed Mrs. Kiran Sharma, a Practicing Company Secretary, New Delhi as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- G. A copy of the Notice is available on the website of the Company, at www.talbro.com; Website of BSE Limited www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.