Talbros Automotive Components Ltd.

www.talbros.com

Date: 30th March, 2019

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

Company Code: 505160 / TALBROAUTO

Sub: Intimation of Results of Postal Ballot pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

This has reference to our letter dated 21st February, 2019 enclosing the Postal Ballot Notice along with the explanatory statement seeking the consent of members by way of special resolution vide postal ballot/ electronic voting with respect to the following items:

1. Continuation of directorship of Mr. Naresh Talwar (DIN: 00059155) as Chairman and Non-Executive Director.
2. Re- appointment and continuation of Mr. Anil Kumar Mehra (DIN: 00004654) as Non-Executive Independent Director of the Company.
3. Re-appointment of Mr. V. Mohan (DIN: 00071517) as Non-Executive Independent Director of the Company.
4. Re- appointment of Mr. Amit Burman (DIN: 00042050) as Non-Executive Independent Director of the Company.
5. Re- appointment of Mr. Rajeev Ranjan Vederah (DIN: 00012252) as Non-Executive Independent Director of the Company.
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 Pvt. Ltd.

In connection with the above and pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Resolutions mentioned in the aforesaid Postal Ballot Notice dated 14th February, 2019 have been passed by the members of the Company as Special Resolution by requisite majority.

The resolutions mentioned in the Postal Ballot Notice are deemed to have been passed on 30th March, 2019.

Please find enclosed the voting results and Scrutinizer's Report dated 30th March, 2019 issued by Mrs. Kiran Sharma, Practicing Company Secretary. The same will also be made available on the Company's website at www.talbros.com.

This is for your information and records.

Thanking You.

Yours Sincerely,

For **Talbros Automotive Components Limited**

Narang

Seema Narang
Company Secretary

Encl: As above

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CIN : L29199HR1956PLC033107

Postal Ballot Result

Details of Postal Ballot results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:

Date of Postal Ballot Result	30.03.2019
Total number of shareholders on record date	21,321
No. of shareholders present in the meeting either in person or through proxy: Promoters & Promoter Group Public **Total**	NA
No. of shareholders attended the meeting through Video Conferencing: Promoters & Promoter Group Public **Total**	NA

Talbros Automotive Components Ltd.
Faridabad

Resolution 1 **Continuation of directorship of Mr. Naresh Talwar (DIN: 00059155) as Chairman and Non-Executive Director.**

Resolution required : Special Resolution

Result : Passed by requisite majority

Whether promoter/ promoter group are interested in the agenda/ resolution? : Yes

Category	Mode of voting	No. of shares	No. of votes polled	% of Votes polled on outstanding shares	No. of votes-in favour	No. of votes- in against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoters Group	E-voting	6991190	5609398	80.2352	5609398	0	100.00	0.00
	Poll							
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Sub-total		**5609398**	**80.2352**	**5609398**	**0**	**100.00**	**0.00**
Public-Institutional	E-voting	256831	0	0.0000	0	0	0.00	0.00
	Poll							
	Postal Ballot		0	0.0000	0	0	0.00	0.00
	Sub-total		**0**	**0.0000**	**0**	**0**	**0.00**	**0.00**
Public-Others	E-voting	5097609	257579	5.0529	256454	1125	99.5632	0.4368
	Poll							
	Postal Ballot		341	0.0067	341	0	100.00	0.00
	Sub-total		**257820**	**5.0596**	**256795**	**1125**	**99.5638**	**0.4368**
Total		**12345630**	**5867318**	**47.5255**	**5866193**	**1125**	**99.9808**	**0.0192**

Talbros Automotive Components Ltd. Faridabad

Resolution 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.**

Resolution required : Special Resolution
Result : Passed by requisite majority

Whether promoter/ promoter group are interested in the agenda/ resolution? : No

Category	Mode of voting	No. of shares	No. of votes polled	% of Votes polled on outstanding shares	No. of votes- in favour	No. of votes- in against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)= (5)/(2)*100
Promoters and Promoters Group	E-voting	6991190	6991190	100.00	6991190	0	100.00	0.00
	Poll							
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Sub-total		**6991190**	**100.00**	**6991190**	**0**	**100.00**	**0.00**
Public-Institutional	E-voting	256831	0	0.0000	0	0	0.00	0.00
	Poll							
	Postal Ballot		0	0.0000	0	0	0.00	0.00
	Sub-total		**0**	**0.0000**	**0**	**0**	**0.00**	**0.00**
Public-Others	E-voting	5097609	257579	5.0529	256474	1105	99.5710	0.4290
	Poll							
	Postal Ballot		341	0.0067	341	0	100.00	0.00
	Sub-total		**257920**	**5.0596**	**256815**	**1105**	**99.5716**	**0.4284**
Total		**12345630**	**7249110**	**58.7180**	**7248005**	**1105**	**99.9848**	**0.0152**

Talbros Automotive Components Ltd. Faridabad

Resolution 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.**

Resolution required	:	Special Resolution
Result	:	Passed by requisite majority
Whether promoter/ promoter group are interested in the agenda/ resolution?	:	No

Category	Mode of voting	No. of shares	No. of votes polled	% of Votes polled on outstanding shares	No. of votes-in favour	No. of votes- in against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)= (5)/(2)*100
Promoters and Promoters Group	E-voting	6991190	6991190	100.00	6991190	0	100.00	0.00
	Poll							
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Sub-total		**6991190**	**100.00**	**6991190**	**0**	**100.00**	**0.00**
Public-Institutional	E-voting	256831	0	0.0000	0	0	0.00	0.00
	Poll							
	Postal Ballot		0	0.0000	0	0	0.00	0.00
	Sub-total		**0**	**0.0000**	**0**	**0**	**0.00**	**0.00**
Public-Others	E-voting	5097609	257579	5.0529	256474	1105	99.5710	0.4290
	Poll							
	Postal Ballot		341	0.0067	341	0	100.00	0.00
	Sub-total		**257920**	**5.0596**	**256815**	**1105**	**99.5716**	**0.4284**
Total		**12345630**	**7249110**	**58.7180**	**7248005**	**1105**	**99.9848**	**0.0152**

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Resolution 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.**

Resolution required	:	Special Resolution
Result	:	Passed by requisite majority
Whether promoter/ promoter group are interested in the agenda/ resolution?	:	Yes

Category	Mode of voting	No. of shares	No. of votes polled	% of Votes polled on outstanding shares	No. of votes- in favour	No. of votes- in against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)= (5)/(2)*100
Promoters and Promoters Group	E-voting	6991190	6947843	99.3800	6947843	0	100.00	0.00
	Poll							
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Sub-total		**6947843**	**99.3800**	**6947843**	**0**	**100.00**	**0.00**
Public-Institutional	E-voting	256831	0	0.0000	0	0	0.00	0.00
	Poll							
	Postal Ballot		0	0.0000	0	0	0.00	0.00
	Sub-total		**0**	**0.0000**	**0**	**0**	**0.00**	**0.00**
Public-Others	E-voting	5097609	254202	4.9867	253097	1105	99.5653	0.4347
	Poll							
	Postal Ballot		341	0.0067	341	0	100.00	0.00
	Sub-total		**254543**	**4.9934**	**253438**	**1105**	**99.5659**	**0.4341**
Total		**12345630**	**7202386**	**58.3396**	**7201281**	**1105**	**99.9847**	**0.0153**

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Resolution 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.**

Resolution required : Special Resolution
Result : Passed by requisite majority

Whether promoter/ promoter group are interested in the agenda/ resolution? : No

Category	Mode of voting	No. of shares	No. of votes polled	% of Votes polled on outstanding shares	No. of votes- in favour	No. of votes- in against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)= (5)/(2)*100
Promoters and Promoters Group	E-voting	6991190	6991190	100.00	6991190	0	100.00	0.00
	Poll							
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Sub-total		**6991190**	**100.00**	**6991190**	**0**	**100.00**	**0.00**
Public-Institutional	E-voting	256831	0	0.0000	0	0	0.00	0.00
	Poll							
	Postal Ballot		0	0.0000	0	0	0.00	0.00
	Sub-total		**0**	**0.0000**	**0**	**0**	**0.00**	**0.00**
Public-Others	E-voting	5097609	257579	5.0529	256457	1122	99.5644	0.4356
	Poll							
	Postal Ballot		225	0.0044	225	0	100.00	0.00
	Sub-total		**257804**	**5.0574**	**256682**	**1122**	**99.5648**	**0.4352**
Total		**12345630**	**7248994**	**58.7171**	**7247872**	**1122**	**99.9845**	**0.0155**

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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 Talbros Marugo Rubber Private Limited.**

Resolution required : Special Resolution
Result : Passed by requisite majority

Whether promoter/ promoter group are interested in the agenda/ resolution? : Yes

Category	Mode of voting	No. of shares	No. of votes polled	% of Votes polled on outstanding shares	No. of votes- in favour	No. of votes- in against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)= (5)/(2)*100
Promoters and Promoters Group	E-voting	6991190	6894178	98.6124	6894178	0	100.00	0.00
	Poll							
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Sub-total		**6894178**	**98.6124**	**6894178**	**0**	**100.00**	**0.00**
Public-Institutional	E-voting	256831	0	0.0000	0	0	0.00	0.00
	Poll							
	Postal Ballot		0	0.0000	0	0	0.00	0.00
	Sub-total		**0**	**0.0000**	**0**	**0**	**0.00**	**0.00**
Public-Others	E-voting	5097609	261279	5.1255	256479	4800	98.1629	1.8371
	Poll							
	Postal Ballot		341	0.0067	166	175	48.6804	51.3196
	Sub-total		**261620**	**5.1322**	**256645**	**4975**	**98.0984**	**1.9016**
Total		**12345630**	**7155798**	**57.9622**	**7150823**	**4975**	**99.9305**	**0.0695**

Talbros Automotive Components Ltd. Faridabad

KIRAN SHARMA & CO.
Company Secretaries

Scrutinizers' Report

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman
Talbros Automotive Components Limited
14/1, Delhi Mathura Road
P.O. Amar Nagar
Faridabad, Haryana- 121003

Dear Sir,

In terms of provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration Rules) 2014 as amended from time to time, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on General Meeting issued by the Institute of Companies Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), I, Kiran Sharma, Proprietor of Kiran Sharma & Company, Company Secretaries having its office at E- 145, Basement, Kalkaji, New Delhi-110019, appointed as the Scrutinizer by the Board of Directors of Talbros Automotive Components Limited (the Company) for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner in respect of the resolutions stated in the Notice of the Postal Ballot dated 14th February, 2019 to be passed by the Equity Shareholders of the Company, submit my report as under:

1. In accordance with the Notice of the Postal Ballot dated 14th February, 2019, dispatched to the shareholders by prescribed modes on 21st February, 2019 and the Advertisement published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 on 22nd February, 2019, the voting commenced on Thursday, 28th February, 2019 (at 9.00 a.m.) and ended on Friday, 29th March, 2019 (at 5.00 p.m.) for physical ballots as well as for e-voting. The e- voting facility was provided by Karvy Fintech Private Limited. The votes were blocked at 5.00 p.m. on 29th March, 2019.

2. The Equity Shareholders holding shares as on 15th February, 2019, the "cut off date", were entitled to vote on the resolution stated in the Notice of the Postal Ballot.

3. The Register of Ballots, has been entered and prepared in electronic mode with details of equity shareholders who have voted "For" and "Against" and e-voting results downloaded from e-voting website of Karvy Fintech Private Limited.

4. The ballot papers received were scrutinized. The ballot papers received were reconciled with the records maintained by the Company/ RTA. The votes were scrutinized for the purpose of eliminating duplicate voting i.e. on e-voting as well as by physical ballot and for eliminating invalid ballots and the summary results were prepared.

Off. : E-145, Basement, Kalkaji, New Delhi-110019, India • Phone : +91-11-40535801 / 40521497,
E-mail : cskiransharma.co@gmail.com • Website : cskiransharma.com

5. The results of the Postal Ballot is as under:

Resolution No. 1- Special Resolution

Continuation of directorship of Mr. Naresh Talwar (DIN: 00059155) as Chairman and Non-Executive Director.

(i) Voted **in favour of** the resolution:

Number of Members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	117	341	100.00
b) Voted by electronic mode	44	5865852	99.9808
Total	**161**	**5866193**	**99.9808**

(ii) Voted **against** the resolution:

Number of Members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	0	0	0.00
b) Voted by electronic mode	4	1125	0.0192
Total	**4**	**1125**	**0.0192**

(iii) **Invalid Votes:**

Number of Members whose votes declared invalid	Total number of votes cast by them
0	0

Resolution No. 2 - Special Resolution

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.

(i) Voted **in favour of** the resolution:

Number of Members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	117	341	100.00
b) Voted by electronic mode	50	7247664	99.9848
Total	**167**	**6203999**	**99.9848**

KIRAN SHARMA & CO. C.P. No. 3116 F.C.S. 4942 NEW DELHI COMPANY SECRETARY

(ii) Voted **against** the resolution:

Number of Members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	0	0	0.00
b) Voted by electronic mode	3	1105	0.0152
Total	**3**	**1105**	**0.0152**

(iii) **Invalid Votes:**

Number of Members whose votes declared invalid	Total number of votes cast by them
0	0

Resolution No. 3 - Special Resolution

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.

(i) Voted **in favour of** the resolution:

Number of Members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	117	341	100.00
b) Voted by electronic mode	50	7247664	99.9848
Total	**167**	**7248005**	**99.9848**

(ii) Voted **against** the resolution:

Number of Members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	0	0	0.00
b) Voted by electronic mode	3	1105	0.0152
Total	**3**	**1105**	**0.0152**

(iii) **Invalid Votes:**

Number of Members whose votes declared invalid	Total number of votes cast by them
0	0

KIRAN SHARMA & CO. C.P. No: 3116 F.C.S. 4942 NEW DELHI COMPANY SECRETARY

Resolution No. 4 - Special Resolution

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.

(i) Voted **in favour of** the resolution:

Number of Members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	117	341	100.00
b) Voted by electronic mode	46	7200940	99.9847
Total	**163**	**7201281**	**99.9847**

(ii) Voted **against** the resolution:

Number of Members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	0	0	0.00
b) Voted by electronic mode	3	1105	0.0153
Total	**0**	**1105**	**0.0153**

(iii) **Invalid Votes:**

Number of Members whose votes declared invalid	Total number of votes cast by them
0	0

Resolution No. 5 - Special Resolution

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.

(i) Voted **in favour of** the resolution:

Number of Members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	2	225	100.00
b) Voted by electronic mode	49	7247647	99.9845
Total	**51**	**7247872**	**99.9845**

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(ii) Voted **against** the resolution:

Number of Members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	0	0	0.00
b) Voted by electronic mode	4	1122	0.0155
Total	**4**	**1122**	**0.0155**

(iii) **Invalid Votes:**

Number of Members whose votes declared invalid	Total number of votes cast by them
0	0

Resolution No. 6 - Special Resolution

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.

(i) Voted **in favour of** the resolution:

Number of Members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	116	166	100.00
b) Voted by electronic mode	48	7150657	99.9329
Total	**164**	**7150823**	**99.9305**

(ii) Voted **against** the resolution:

Number of Members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	1	175	51.3196
b) Voted by electronic mode	3	4800	0.0670
Total	**4**	**4975**	**0.0695**

(iii) **Invalid Votes:**

Number of Members whose votes declared invalid	Total number of votes cast by them
0	0

KIRAN SHARMA & CO.
C.P. No: 3116
F.C.S. 4942
NEW DELHI
COMPANY SECRETARIES

6. Based on the above scrutiny of the Postal Ballot Forms, the resolutions at Item no. 1 to 6 of the above mentioned Postal Ballot Notice, in my opinion, have been passed by the requisite majority as Special Resolution.

7. Register of Postal Ballot and all other relevant records of voting process given/ provided/ maintained in electronic mode and the postal ballots (physical) will remain in our custody until the Chairman considers, approves and signs the minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

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

KIRAN SHARMA & CO. C.P. No: 3116 F.C.S. 4942 NEW DELHI COMPANY SECRETARIES

Kiran Sharma
Scrutinizer
C.P. No. 3116

Place: Faridabad
Date: March 30, 2019