talbros | Talbros Automotive Components Ltd.

www.talbros.com

September 25, 2020

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

Sub: Proceedings of 63rd Annual General Meeting (AGM) of the Company held on 25th September, 2020

Dear Sir/ Madam,

The 63rd Annual General Meeting of the members of the Company was held today, on 25th September, 2020 at 10:30 a.m. through Video Conference/ Other Audio Visual means to transact the business as set out in the Notice convening the meeting.

Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (LODR) Regulations, 2015, the summary of the proceedings of the 63rd AGM are enclosed herewith.

You are requested to take them on your records.

Results of remote e-voting and e-voting during the AGM along with the Scrutinizer's Report will be submitted to you separately.

Thanking you,

Yours Sincerely
For **Talbros Automotive Components Limited**

Seema Narang
Company Secretary

Talbros Automotive Components Ltd.

Encl: As above

PROCEEDINGS OF THE 63RD ANNUAL GENERAL MEETING OF THE MEMBERS OF TALBROS AUTOMOTIVE COMPONENTS LIMITED HELD ON FRIDAY, 25TH SEPTEMBER, 2020 THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS, WHICH COMMENCED AT 10:30 AM AND CONCLUDED AT 11:11 AM

Present through VC/ OAVM:

Mr. Umesh Talwar	Vice- Chairman & Managing Director (Chairman for the meeting)
Mr. Anuj Talwar	Joint Managing Director
Mr. Navin Juneja	Chairman, Stakeholders' Relationship Committee
Mr. V. Mohan	Chairman, Audit Committee
Mr. Manish Khanna	Chief Financial Officer
Mrs. Seema Narang	Company Secretary
Mr. Aman Agrawal	Representative of M/s. J.C. Bhalla & Co., Chartered Accountants (Statutory Auditors)
Mrs. Kiran Sharma	Secretarial Auditor & Scrutinizer

82 members including Corporate Representatives were present in the meeting.

The 63rd Annual General Meeting (AGM) of the members of Talbros Automotive Components Limited was held on Friday, the 25th day of September, 2020 at 10:30 a.m. through video conferencing/ other audio visual means (VC/OAVM) to transact the business as set out in the Notice dated 29th June, 2020 convening the meeting (Notice).

The venue of the meeting shall be deemed to the Registered Office of the Company at 14/1, Delhi Mathura Road, Faridabad-121003, Haryana.

Mr. Umesh Talwar, Vice Chairman & Managing Director, chaired the meeting.

Mrs. Seema Narang, Company Secretary welcomed Directors, members and other invitees to the meeting and confirmed that the requisite quorum was present for the meeting. The meeting was called to order at 10:30 a.m.

Company Secretary informed that AGM was being conducted though VC/OAVM in accordance with the circulars issued by the Ministry of Corporate Affairs.

She further informed that the Company has appointed National Securities Depository Limited (NSDL) to conduct the AGM through video conferencing and for providing the facility of remote e-voting.

The Company Secretary informed that the electronic copy of the Notice convening the AGM along with Annual Report for FY 2019-20 was sent to all shareholders whose email ids were registered with the Company. She added that the Company had carried out an exercise through NSDL by sending messages on mobile numbers of the members, whose e-mail ids were not available, by taking data from the Depositories and requests were sent to the shareholders to update their e-mail ids with the Company or its Registrar and Share Transfer Agent- Kfin Technologies Private Limited or Depository Participants to enable the Company to send electronic copy of Notice & Annual Report to them.

The following businesses were set out in the Notice of AGM dated 29th June, 2020 to be transacted through e-voting:

Ordinary Business:

1. Adoption of audited Financial Statements (including audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2020 and 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 Statutory Auditors thereon.

Talbros Automotive Components Ltd.

2. Declaration of final dividend on Equity shares for the financial year ended March 31, 2020.

3. Re-appointment of Mr. Navin Juneja (DIN: 00094520) as Director, who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. Reappointment of Mr. Umesh Talwar (DIN 00059271) as Vice Chairman and Managing Director for a period of three years commencing from 1st April, 2021 , not liable to retire by rotation and approval of the remuneration payable to him – **Special Resolution**

5. Reappointment of Mr. Anuj Talwar (DIN 00628063) as Joint Managing Director, for a period of three years commencing from 14th August, 2021 , liable to retire by rotation and approval of the remuneration payable to him – **Special Resolution**

6. Appointment of Mr. Tarun Singhal (DIN 07056960) as an Independent Director for a period of five years from the date of 63rd AGM , not liable to retire by rotation – **Ordinary Resolution**

7. The Remuneration to be paid to M/s Vijender Sharma & Co., Cost Accountants for the financial year 2020-21. - **Ordinary resolution**

The Company Secretary informed that the Company had provided for remote e-voting which was open for 3 days from 9.00 a.m. on Tuesday, 22nd September, 2020 till 5.00 p.m. on Thursday, 24th September 2020. She also briefly informed about the e-voting during the AGM and participation in AGM through VC/ OAVM facility through the portal of NSDL.

She informed about Auditors' Report included in Annual Report and stated that there were no qualifications in the Auditors' Report.

She further stated that Statutory Registers viz. Registers of Directors and KMP's and their shareholdings and Register of Contracts and Arrangements in which Directors Directors/KMP's are interested were made available at the meeting for inspection by the members.

She informed that Mrs. Kiran Sharma, Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the e-voting process and to prepare the Report on the same.

Company Secretary also informed that the voting results will be declared after receiving Scrutinizer Report. The results will also be available on website of the company and will be intimated to the Stock Exchanges.

Thereafter, she requested the Chairman, Mr. Umesh Talwar to address the shareholders.

Mr. Umesh Talwar, Chairman of the meeting, delivered his speech giving insights on impact of COVID-19 on the Company's Operations, Economic environment, Company's performance for the year, future prospects and concluded his speech by acknowledging the efforts of the various stakeholders and the employees and requested Mr. Anuj Talwar, Joint Managing Director to discuss the highlights on the performance of the Company in the Financial Year 2019-20.

Thereafter, Mr. Anuj Talwar with the help of a power point presentation updated the members on Company's operations, performance in the Financial Year 2019-20 and future business plans.

After the presentation, with the permission of the Chairman, the Company Secretary invited members who had registered themselves as speakers to ask their questions or queries one by one through VC. The speaker members asked their questions virtually during the meeting.

Talbros Automotive Components Ltd.

Mr. Navin Juneja, Director and Group CFO responded to the queries of the speaker members along with the questions sent by members through the email. All the queries of the shareholders were answered.

The Company Secretary then thanked the panelists and members for joining the meeting and a vote of thanks to the Chair.

The e-voting facility was kept open for thirty minutes post conclusion of the AGM. The meeting concluded at 11:11 am.

For **Talbros Automotive Components Limited**

Narang

Seema Narang
Company Secretary

Talbros Automotive Components Ltd.