



## TALBROS AUTOMOTIVE COMPONENTS LIMITED

CIN- L29199HR1956PLC033107

Regd. Office: 14/1, Delhi Mathura Road, P.O. Amar Nagar, Faridabad, Haryana -121003

Tel No.: 0129-4960482, E-mail: [seema\\_narang@talbros.com](mailto:seema_narang@talbros.com) Website: [www.talbros.com](http://www.talbros.com)

---

### NOTICE OF POSTAL BALLOT

{Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and applicable circulars issued by the Ministry of Corporate Affairs, Government of India}

Dear Member(s),

**NOTICE** is hereby given that pursuant to the provisions of Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"), General Circular No. 03/2025 dated September 22, 2025 and other relevant Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ('MCA Circulars'), Regulation 44 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 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), and other applicable laws and regulations, if any, the Company is seeking consent / approval of the Member(s) of the Company for the below appended resolutions by means of Postal Ballot through electronic means i.e. through remote e-voting system ("E-voting").

In compliance with the MCA Circulars, this Postal Ballot Notice ("Notice") is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent/Depositories viz National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and the communication of assent/dissent of the Members will only take place through the E-voting. Hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the E-voting only. If your e-mail address is not registered with the Company/Registrar and Share Transfer Agent/Depositories, please follow the process provided in the notes mentioned herein below to receive this Notice, login ID and password for e-voting.

An Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Notice.

Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, the Board of Directors (the "Board") of the Company at its meeting held on May 20, 2026, has appointed M/s. Kiran Sharma & Co., (CP No.: 3116 & Peer Review Certificate No.: 7910/2026), Practicing Company Secretaries, to act as the Scrutinizer (the "Scrutinizer"), for conducting the Postal Ballot through E-voting process in a fair and transparent manner and she has communicated her consent to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company is pleased to provide Electronic Voting ("**e-voting**") facility, to all its members, to enable them to cast their votes electronically.

The Company has engaged the services of National Securities Depository Limited ("**NSDL**") to provide e-voting facilities to members of the Company.

The members of the Company, whose names appear in the Register of Members/the list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on **Tuesday, 9<sup>th</sup> June, 2026 ("Cut-Off date")** and whose email addresses are registered with the Company/Registrar and Transfer Agent ("**RTA**") / Depository Participant shall exercise their right to vote on the resolution included in the Notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.

The e-voting period shall commence on **Tuesday, 16<sup>th</sup> June, 2026 at 09:00 A.M. (IST)** and end on **Wednesday, 15<sup>th</sup> July, 2026 at 05:00 P.M. (IST)**. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than Wednesday, 15<sup>th</sup> July, 2026 by 05:00 P.M. (IST). E-voting will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.

Upon the completion of scrutiny of the votes, the Scrutinizer will submit her report to the Chairman or in his absence to any other Director or the Company Secretary of the Company ("authorized person"), duly authorised by the Chairman within prescribed time. The results of the Postal Ballot will be announced on or before **Friday, 17<sup>th</sup> July, 2026** by the Chairman or in his absence by the authorized person.

The results of the Postal Ballot will be intimated to the National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE), where the shares of the Company are listed. The said results along with the Scrutinizer's Report will also be displayed on the website of the Company ([www.talbros.com](http://www.talbros.com)). In accordance with SS-2 the resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e., Wednesday, 15<sup>th</sup> July, 2026 at 05:00 P.M. (IST).

You are requested to peruse the proposed Special Resolution at Item No. 1 of Postal Ballot Notice along with the Explanatory Statement contained herein and thereafter accord your assent or dissent by means of Remote E-voting facility only.

## **SPECIAL BUSINESS**

- 1. To appoint Mr. Pratham Mittal (DIN: 08338216) as an Independent Director of the Company for a period of five years, not liable to retire by rotation.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17 and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Pratham Mittal (DIN: 08338216), who was appointed as an Additional Director of the Company (in the category of Independent Director), with effect from 20<sup>th</sup> May, 2026 and who has submitted a declaration that he meets the criteria of Independence as provided in section 149(6) of the Act and rules made thereunder and SEBI Listing Regulations, 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, and who is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from 20<sup>th</sup> May, 2026 to 19<sup>th</sup> May, 2031.

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

By Order of the Board  
For Talbros Automotive Components Limited

Sd/-

Seema Narang

Company Secretary

Membership No.: A9820

Date: 20<sup>th</sup> May, 2026

Place: Faridabad

Registered Office:

14 / 1, Delhi-Mathura Road,

Faridabad, Haryana, 121003

Website: [www.talbros.com](http://www.talbros.com)

E-mail: [seema\\_narang@talbros.com](mailto:seema_narang@talbros.com)

CIN- L29199HR1956PLC033107

## **Notes:**

- 1) The Explanatory Statement pursuant to section 102(1) read with Section 110 of the Companies Act, 2013, setting out the material facts relating to proposed Resolution is annexed hereto. Further, the relevant details pursuant to Regulation 36(3) of the Listing Regulations and SS-2 respectively, in respect of Director seeking appointment is annexed as **Annexure-I** hereto and forms part of this Notice.
- 2) In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
- 3) The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the Register of Members/the list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on **Tuesday, 9<sup>th</sup> June, 2026 ("Cut-Off date")**. Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.
- 4) Voting rights shall be reckoned on the number of fully paid up equity shares registered in the name of the Member as on the **Cut-Off date i.e. Tuesday, 9<sup>th</sup> June, 2026**.
- 5) Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
- 6) The members shall exercise their right to vote on the resolution included in the Notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. The e-voting period shall commence on **Tuesday, 16<sup>th</sup> June, 2026 at 09:00 A.M. (IST)** and end on **Wednesday, 15<sup>th</sup> July, 2026 at 05:00 P.M (IST)**.
- 7) The Results of the Postal Ballot will be announced on or before **Friday, 17<sup>th</sup> July, 2026** by the Chairman or any other Director or the Company Secretary of the Company ("authorized person"), duly authorised in writing by the Chairman which shall be displayed on the Notice Board of the Company at its Registered office. The result will also be placed at the website of the company at [www.talbro.com](http://www.talbro.com), websites of stock exchanges i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Ltd. at [www.nseindia.com](http://www.nseindia.com) on which the shares of the Company are listed.
- 8) In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register/update their e-mail address/Bank Account details/Mobile Number/PAN/Choice of Nomination/specimen signatures. Members holding shares in physical mode and who have not updated their email addresses/Bank Account details/Mobile Number/PAN/Choice of Nomination/specimen signatures with the Company are requested to update the same by writing to the Company at [seema\\_narang@talbro.com](mailto:seema_narang@talbro.com) OR RTA email id at [rajeev.kr@kfintech.com](mailto:rajeev.kr@kfintech.com) along with the copy of the signed request letter mentioning the Folio Number/ DP ID/ Client ID, name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member along with Form ISR-1, ISR-2, ISR-3/SH-13 and SH-14. Members holding shares in dematerialized mode are requested to register / update their email addresses, Bank account details /Mobile Number/ PAN/ choice of Nomination with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Bank account details/Mobile Number/PAN/choice of Nomination, Members may write to [seema\\_narang@talbro.com](mailto:seema_narang@talbro.com) or [rajeev.kr@kfintech.com](mailto:rajeev.kr@kfintech.com)
- 9) This Postal Ballot Notice is uploaded on the website of the Company i.e. [www.talbro.com](http://www.talbro.com) and also on the website of 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) respectively, and on the website of NSDL at <https://www.evoting.nsdl.com/>. Members who do not receive the Postal Ballot Notice may download it from the abovementioned websites.
- 10) All documents referred to in this Notice and Explanatory Statement will be available for inspection by the Shareholders electronically on all working days except National or declared holidays from the date of dispatch of Notice up to the last date of e-voting i.e., Wednesday, 15<sup>th</sup> July, 2026 till 05:00 P.M. (IST). Members seeking to inspect such documents can send an email to [seema\\_narang@talbro.com](mailto:seema_narang@talbro.com).
- 11) Resolution, if passed by the members with requisite majority shall be deemed to have been passed at a General Meeting of the Members of the Company.
- 12) A Member cannot exercise his vote by proxy on Postal Ballot.
- 13) In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on E-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

14) As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English National newspaper with wide circulation in India and one principal vernacular language (i.e. Hindi) newspaper, having wide circulation in the district where the registered office of the Company is situated.

15) **PROCEDURE AND INSTRUCTIONS FOR E-VOTING:**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="528 862 1506 1182">1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="528 1220 1506 1579">2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="528 1617 1506 1720">3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="528 1758 1506 2105">4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of</li> </ol>

	<p>NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.nsdl.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.*

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 135809 then user ID is 135809001***

5. Password details for shareholders other than Individual shareholders 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 below in **process 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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - 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: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote in the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cskiransharma.co@gmail.com](mailto:cskiransharma.co@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on “**Upload Board Resolution/Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. 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 : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Deputy Vice President, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process 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), AADHAR (self-attested scanned copy of Aadhar 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 Aadhar Card) to [seema\\_narang@talbros.com](mailto:seema_narang@talbros.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**General instructions:**

1. Contact details of the official responsible to address the grievances connected with the e-voting for Postal Ballot: The Company Secretary, Talbros Automotive Components Limited, 14/1, Delhi Mathura Road, P.O. Amar Nagar, Faridabad, Haryana -121003, **Tel No.:** 0129-4960482, **E-mail:** [seema\\_narang@talbros.com](mailto:seema_narang@talbros.com) **Website:** [www.talbros.com](http://www.talbros.com)
2. Pursuant to Regulation 40 of Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its circular no. SEBI/ HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 02, 2020 had fixed March 31, 2021 as the last date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission or transposition of securities shall be processed only in dematerialized form. Shareholders can contact the Company or Company's RTA for any assistance in this regard.
3. SEBI has recently mandated furnishing of PAN, KYC details (i.e., postal address with pin code, email address, mobile number, bank account details) and nomination details by holders of securities. As per SEBI mandate, any service requests or complaints received from the Shareholder shall be processed only after furnishing PAN and other KYC Details (i.e. Contact Details, Bank Account Details and Specimen Signature).

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND SECTION 110 OF COMPANIES ACT, 2013 (“THE ACT”)**

### **ITEM NO.1**

Mr. Pratham Mittal is a systems engineer and global entrepreneur with over a decade of experience scaling ventures in education and technology. He is founder of Masters’ Union and Tetr College of business. He specializes in strategic growth, digital transformation, and practitioner-led business models, having successfully scaled platforms like Outgrow, world’s largest interactive content platform based in New York, powering campaigns for Nike, Tesla, and Salesforce. As a Partner at 606 Ventures, he backs high-potential early-stage startups. His expertise lies in bridging the gap between traditional industry and emerging technologies, offering the board a data-driven perspective on innovation and global operations. He also has good knowledge of financial markets and regulatory environment. He is also a Shark at Shark Tank India Season 5.

Mr. Pratham Mittal’s work at the nexus of education, his entrepreneurship, and innovation has earned global accolades, including Forbes 30 Under 30, Entrepreneur 35 Under 35, Top 100 Expat Leaders of the UAE (2025) & BW Education Entrepreneur of the Year.

Mr. Pratham Mittal is a business professional with experience in corporate management, technology, and advisory services. He is associated with various Companies and LLPs as Director and Designated Partner, contributing to business strategy, operations, and governance. He has done graduation in Systems Engineering and in Political Science from University of Pennsylvania.

The Board of Directors of the Company works closely with the Nomination and Remuneration Committee to ensure that the Board remains resilient and future-ready with well-balanced and diverse composition aligned with the business needs. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Pratham Mittal (DIN: 08338216) as an Additional Director (in the category of Independent Director) of the Company w.e.f. 20<sup>th</sup> May, 2026 and to hold office as an Independent Director for a term of five (5) consecutive years i.e. to 19<sup>th</sup> May, 2031, subject to approval of the members of the Company.

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 a shareholder by the Company proposing the candidature of Mr. Pratham Mittal for appointment as an Independent Director.

The Company has received the requisite declarations from Mr. Pratham Mittal confirming that he meets the criteria of independence as provided in section 149(6) of Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations); he is not disqualified from being appointed as a Director in terms of section 164 of the Act; and he is not debarred from holding office of Director pursuant to any order of SEBI, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Pratham Mittal does not hold any equity shares of the Company.

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 a person of integrity and possesses appropriate skills, expertise, knowledge and qualification which would be beneficial to the Company. Accordingly, considering Mr. Pratham Mittal’s overall credentials and professional expertise, the Board considers it in the interest of the Company to appoint Mr. Pratham Mittal as an Independent Director of the Company.

The details as stipulated under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 along with brief profile of Mr. Pratham Mittal are mentioned in **Annexure-I** to this Explanatory Statement.

He shall be paid remuneration by way of sitting fee only for attending meetings of the Board or Committees thereof as decided by the Board of Directors.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV to the Act and other applicable provisions of the Act and Regulation 25(2A) of the Listing Regulations, appointment of Mr. Pratham Mittal as an Independent Director requires approval of members of the Company by passing a Special Resolution.

Accordingly, the approval of members is sought for appointment of Mr. Pratham Mittal as an Independent Director of the Company.

The draft letter of appointment of Mr. Pratham Mittal as an Independent Director setting out the terms and conditions

of his appointment and other relevant documents, will be available for inspection by the members on all working days during business hours from the date of dispatch of this Notice up till the last date of remote e-voting i.e. 15<sup>th</sup> July, 2026 at the registered office of the Company as well as electronically. Members seeking to inspect such document(s) electronically, may send an email to the Company at [seema\\_narang@talbros.com](mailto:seema_narang@talbros.com) . The aforesaid draft letter is also available on the Company's website at [www.talbros.com](http://www.talbros.com) .

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

Save and except Mr. Pratham Mittal and his relatives, to the extent of their shareholding, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out at Item No. 1 of this Notice.

The Board recommends the Special Resolution set out at Item no. 1 of this Postal Ballot Notice for the approval of the members of the Company.

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and including Secretarial Standard-2 on General Meetings (“SS-2”).

**DETAILS OF DIRECTOR SEEKING APPOINTMENT THROUGH POSTAL BALLOT PROCESS**

<b>Name of Director</b>	<b>Mr. Pratham Mittal</b>
DIN	08338216
Date of Birth	27-05-1991
Age (in years)	34 years
Nationality	Indian
Qualification	Mr. Pratham Mittal is B.Sc. Graduate in Engineering with specialization in Systems science and engineering and B.A. graduate with specialization in Political Science from University of Pennsylvania.
Experience (including expertise in specific functional area)/ Brief Resume	Mr. Pratham Mittal is founder of Masters’ Union and Tetr College of business. He specializes in strategic growth, digital transformation, and practitioner-led business models, having successfully scaled platforms like Outgrow, world’s largest interactive content platform based in New York, powering campaigns for Nike, Tesla, and Salesforce. As a Partner at 606 Ventures, he backs high-potential early-stage startups. His expertise lies in bridging the gap between traditional industry and emerging technologies, offering the board a data-driven perspective on innovation and global operations. He is also a Shark at Shark Tank India Season 5.
Terms and Conditions of Appointment/ Reappointment	As per the resolution set out at Item No. 1 of this Postal Ballot Notice read with explanatory statement pursuant to Section 102 of the Act.
Remuneration Proposed to be Paid	He shall be paid remuneration by way of sitting fee only for attending meetings of the Board or Committees thereof as decided by the Board of Directors.
Remuneration last drawn	Not Applicable
Date of first appointment on the Board	20 <sup>th</sup> May, 2026
Shareholding in the Company as on the Date of Notice including shareholding as beneficial owner	NIL
Relationship with Directors / KMPs Inter-se	Not related to any Director / Key Managerial Personnel of the Company or its associate companies
List of Directorships held in other Companies (excluding foreign companies)	1. Shanti Analytics and Technology Private Limited 2. VP Outgrow Private Limited 3. Pmmue Eduservices Private Limited
Number of meetings of the Board attended	FY 2025-26: Not Applicable FY 2026-27: 1 (One)

Chairman/Member of the Committee of the Board of other Companies	—
Listed entities from which the person has resigned in the past three years	Nil

**Date: 20<sup>th</sup> May, 2026**

**Place: Faridabad**

**Registered Office:**

**14 / 1, Delhi-Mathura Road,  
Faridabad, Haryana, 121003**

**Website: [www.talbro.com](http://www.talbro.com)**

**E-mail: [seema\\_narang@talbro.com](mailto:seema_narang@talbro.com)**

**CIN- L29199HR1956PLC033107**

By Order of the Board  
For **Talbro Automotive Components Limited**  
Sd/-

**Seema Narang**  
Company Secretary  
Membership No.: A9820