talbros

Talbros Automotive Components Ltd.

www.talbros.com

29th August, 2026

Listing Department **BSE Limited** Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 **Scrip Code: 505160**	Listing Department **National Stock Exchange of India Limited** Exchange Plaza, Plot No. C-1, G Block Bandra Kurla Complex, Bandra (East) Mumbai – 400 051 **Symbol: TALBROAUTO**

Sub: Notice of 69th Annual General Meeting ("AGM")

Dear Sir/Ma'am,

Pursuant to Regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the **69th Annual General Meeting** ('AGM') of the Company scheduled to be held on **Friday, 25th September, 2026 at 12.30 P.M. (IST)** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"). The said Notice also forms part of the Annual Report of the Company for the financial year 2025-26.

The Notice convening 69th AGM is also available on the Company's website at https://www.talbros.com

This is for your information and records.

Thanking you,

Yours Sincerely
For Talbros Automotive Components Limited

SEEMA NARANG

Digitally signed by SEEMA NARANG
Date: 2026.08.29 17:49:30 +05'30'

Seema Narang
Company Secretary

Talbros Automotive Components Ltd. Faridabad

Encl: As above

TALBROS AUTOMOTIVE COMPONENTS LIMITED
CIN: L29199HR1956PLC033107

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

Tel No.: 0129- 4960482, Website: www.talbros.com, Email: seema_narang@talbros.com

NOTICE

NOTICE is hereby given that the **69th Annual General Meeting (AGM)** of the Members of Talbros Automotive Components Limited (Company) will be held on **Friday, September 25, 2026** at **12:30 p.m.** through **Video Conferencing/ Other Audio Visual means (VC/OAVM)** to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2026 together with the Reports of the Board of Directors and Statutory Auditors thereon.**

   To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2026 including the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Statutory Auditors thereon be and are hereby received, considered and adopted."

2. **To confirm payment of Interim Dividend @ 10% i.e. ₹0.20p per equity share of ₹ 2/- each for the Financial Year ended March 31, 2026.**

   To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT the Interim Dividend @ 10 % i.e. ₹0.20p per fully paid-up equity share of ₹2/- each for the Financial Year ended March 31, 2026, as approved by the Board of Directors at its meeting held on November 13, 2025 and already paid to the shareholders, be and is hereby noted and confirmed."

3. **To declare Final Dividend @ 27.5% i.e. ₹ 0.55p per equity share of ₹ 2/- each for the Financial Year ended on March 31, 2026.**

   To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT Final Dividend @ 27.5% i.e. ₹ 0.55p per fully paid-up equity share of ₹ 2/- each, for the Financial Year ended on March 31, 2026 as recommended by the Board of Directors, be and is hereby declared and the same be paid out of the profits of the Company to the members whose names appear in the Register of member/Beneficial owners as on September 11, 2026."

4. **To appoint a Director in place of Mr. Navin Juneja (DIN:00094520) who retires by rotation and, being eligible, offers himself for re-appointment.**

   To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, if any (including any statutory modifications or re-enactments thereof) and the Articles of Association of the Company, Mr. Navin Juneja (DIN: 00094520) who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

5. **To consider and approve the material related party transactions with M/s. QH Talbros Private Limited during the Financial Year 2026-27.**

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 (the Act) read with the Rules made thereunder and Regulation 23 and other applicable regulations 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), the Company's Policy on Related Party Transactions and based on the approval and recommendation of the Audit Committee and the Board of Directors (Board), consent of the members of the Company be and is hereby accorded to enter into transactions and/or carrying out and/or continuing with contracts/arrangements/ transactions (including transactions already entered) with M/s QH Talbros Private Limited (QHT), a related party of the Company, within the meaning of Section 2(76) of the Act, for Sale of Company's products/goods including but not limited to Forgings and other Auto Parts, Royalty received, Dividend received, rendering of services, transactions of reimbursements paid/received during the course of business of the Company, sale of finished/ semi-finished goods and raw materials and such other transactions as may be approved by the Audit Committee and the Board, upto an aggregate amount of ₹ 125.00 Crores, exclusive of applicable taxes, during Financial Year 2026-27 on such terms and conditions, as may be mutually agreed upon between the Company and QHT.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may deem fit, in its absolute discretion and to take all such steps as may be required in this connection including deciding the nature and value of the products, goods, materials or services for which the transactions may be carried out, finalising and executing necessary Contract(s), arrangement(s), Agreement(s) (including modification(s) of existing Agreements/ Contracts, if any) and such other documents as may be required, seeking necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all actions taken by the Board of the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

6. To ratify the remuneration of Cost Auditors for the Financial year 2026-27.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), or re-enactment thereof, for the time being in force), the consent of members of the Company be and is hereby accorded to the ratification of the remuneration payable to M/s Vijender Sharma & Co., Cost accountants (Firm Registration No. 000180) re-appointed as Cost Auditors by the Board of Directors to conduct the audit of the cost records of the Company for the financial year 2026-27 amounting to ₹ 1.75 Lacs, exclusive of applicable taxes thereon and reimbursement of out of pocket expenses on actual basis incurred in connection with the aforesaid audit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution."

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

Sd/-
Seema Narang
Company Secretary

Place: Gurugram
Date: May 20, 2026

Notice (Contd.)

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out the material facts relating to the Special Business set out at item no. 5 and 6 of the accompanying Notice dated May 20, 2026, is annexed hereto.

   The relevant details, pursuant to applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India in respect of Director seeking appointment/ re-appointment at this AGM is annexed as **Annexure-1**.

2. **The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular no. 20/2020 dated May 05, 2020 and Circular no. 03/2025 dated September 22, 2025 and other circulars in this respect ("MCA Circulars") has allowed, inter-alia, conduct of AGMs through Video Conferencing/Other Audio-Visual Means ("VC/OAVM"), in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. In compliance with the provisions of the Companies Act, 2013 ('the Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the 69th AGM of the Company is being conducted through VC/ OAVM which does not require physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.**

   Registered Office of the Company at 14/1, Delhi-Mathura Road, P.O. Amar Nagar, Faridabad-121003, Haryana shall be deemed to be the venue for the AGM.

3. **SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/ OAVM FACILITY, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH.**

   ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO NOTICE OF THE 69TH AGM.

   Institutional/corporate shareholders (i.e. other than individuals, HUF, NRI, etc.), intending to appoint their authorized representatives to attend AGM and to vote through remote e-voting are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorisation etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting pursuant to section 113 of the Companies Act, 2013 on **evoting@nsdl.com** and **seema_narang@talbros.com**.

4. The Company has engaged National Securities Depositories Limited ("NSDL") for facilitating voting through electronic means (remote e-voting), providing facility of participation in the 69th AGM through VC/OAVM and e-voting during the 69th AGM. The instructions for participation by Members are given in the subsequent paragraphs.

   In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members who need assistance before or during the AGM and e-voting user manual for Members available on the website **www.evoting.nsdl.com** under the 'Downloads Section'. You can also contact NSDL at 022 - 4886 7000 or Ms. Pallavi Mhatre, Assistant Vice President, NSDL, at designated e-mail ID: **evoting@nsdl.com**, who will address the grievances related to electronic voting

   The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. In accordance with the aforesaid MCA Circulars, the Notice of the AGM along with the 69th Annual Report of the Company is being sent only through electronic mode to those Members whose email addresses are registered

with the Company /Depositories, unless any Member has requested for a physical copy of the same. The Company shall send the physical copy of Notice of the AGM along with the 69th Annual Report to only those Members who request the same at **seema_narang@talbros.com** mentioning their Folio No. / DP ID and Client ID.

7. Members may also note that the Notice of the 69th AGM and the Annual Report for financial year 2025-26 are available on the website of the Company www.talbros.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com and on the website of NSDL i.e., www.evoting.nsdl.com

8. Members desiring any information relating to the annual accounts or any document pertaining to the explanatory statement are requested to send an email to the Company at seema_narang@talbros.com at least ten (10) days before the AGM.

9. The Notice of AGM and Annual Report will be sent to those Members / beneficial owners whose name will appear in the Register of Members / list of beneficiaries received from the Depositories/RTA as on **Friday, August 21, 2026**.

10. Dividend on Equity Shares, as recommended by the Board of Directors, if approved at the AGM, will be payable to those Members whose names appear in the Register of Members of the Company, as at the close of **Friday, September 11, 2026 (the Record Date)** as per the beneficial ownership data to be furnished by NSDL/ CDSL/RTA for the purpose and in respect of shares held in physical form after giving effect to all valid shares transfers/ transmission(s), which are lodged with the Company / RTA before the record date.

11. In terms of the provisions of the Income Tax Act, 1961 (“the Act”) as amended by the Finance Act, 2020, dividend paid or distributed by a Company on or after April 01, 2020 is taxable in the hands of the Members. The Company is, therefore, required to deduct tax at source at the time of payment of dividend to the Members.

    For resident members: Tax will be deducted at source (“TDS”) under Section 194 of the Act (read with Press Release dated May 13, 2020) @ 10% on the amount of dividend payable unless exempt under any of the provisions of the Act. However, in case of individuals, TDS would not apply if the aggregate of total dividend distributed to them by the Company during FY does not exceed ₹10,000/-.

    Tax at source will **NOT** be deducted where a member provides Form 15G (applicable to Individual in case of dividend) / Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met. Blank Form 15G and 15H can also be downloaded from the website of the RTA viz. Form15H.pdf (kfintech.com)

    The Permanent Account Number (PAN) will be mandatorily required. If PAN is not submitted, Tax at source will be deducted @ 20% as per Section 206AA of the Act.

    In order to provide exemption from withholding of tax, the following organisations must provide a self-declaration as listed below:

    - **Insurance companies:** A declaration that they are beneficial owners of shares held.
    - **Mutual Funds:** A declaration that they are governed by the provisions of Section 10(23D) of the Act along with copy of registration documents (self-attested).
    - **Alternative Investment Fund (AIF) established in India:** A declaration that its income is exempt under Section 10(23FBA) of the Act and they are established as Category I or Category II AIF under the SEBI Regulations. Copy of registration documents (self-attested) should be provided.
    - **New Pension System Trust:** A declaration that they are governed by the provisions of Section 10(44) [subsection 1E to Section 197A] of the Act along with copy of registration documents (self-attested).
    - **Corporation established by or under a Central Act** which is, under any law for the time being in force, exempt from income tax on its income - Documentary evidence that the person is covered under Section 196 of the Act.
    - **For non-resident members:** Tax is required to be withheld in accordance with the provisions of Section 195 of the Act at applicable rates in force. As per the relevant provisions of the Act, the tax shall be withheld @ 20% (plus applicable surcharge and cess) on the amount of dividend payable. However, as per Section 90 of the Act, a non-

Notice (Contd.)

resident member has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the member, if they are more beneficial to the member. For this purpose, i.e. to avail tax treaty benefits, the non-resident member will have to provide the following:

(i) Self-attested copy of Permanent Account Number (PAN Card), if any, allotted by the Indian income tax authorities;

(ii) Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the member is resident;

(iii) Self-declaration in Form 10F, if all the details required in this form are not mentioned in the TRC;

(iv) Self-declaration by the non-resident member of having no permanent establishment in India in accordance with the applicable Tax Treaty;

(v) Self-declaration of beneficial ownership by the non-resident member.

The documents referred to in point nos. (iii) to (v) can be downloaded from the website of the RTA viz. Tax Exemption Forms Registration (kfintech.com) and should sent the aforementioned documents through e-mail to **einward.ris@kfintech.com**.

The Resident Non-Individual Members i.e. Insurance companies, Mutual Funds and Alternative Investment Fund (AIF) established in India and Non-Resident Non-Individual Members i.e. Foreign Institutional Investors and Foreign Portfolio Investors may alternatively submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL platform.

The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by non- resident member.

Notwithstanding the above, tax shall be deducted at source @ 20% (plus applicable surcharge and cess) on dividend paid to Foreign Institutional Investors and Foreign Portfolio Investors under section 196D of the Act. Such rate shall not be reduced on account of the application of the lower DTAA rate, if any.

To summarise, dividend will be paid after deducting the tax at source as under:

- NIL for resident members receiving dividend up to ₹ 10,000/- or in case Form 15G / Form15H (as applicable) along with self-attested copy of the PAN is submitted.
- 10% for resident members in case PAN is provided / available.
- 20% for resident members, if PAN is not provided / not available.
- Tax will be assessed on the basis of documents submitted by the non-resident members.
- 20% plus applicable surcharge and cess for non-resident members in case the aforementioned documents are not submitted.
- Lower / NIL TDS on submission of self-attested copy of the certificate issued under Section 197 of the Act.

Transfer of Unclaimed/Unpaid dividend amounts to the Investor Education and Protection Fund (IEPF):

Members may note that pursuant to the provisions of Sections 124, 125 and other applicable provisions, if any, of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (read with the relevant circulars and amendments thereto ("IEPF Rules"), (as amended from time to time), the amount of dividend remaining unpaid or unclaimed for a period of 7 (seven) years from the date of transfer of the amount to Unpaid dividend account, shall be transferred to the Investor Education and Protection Fund ("IEPF") set up by Government of India. Further, all the corresponding shares for which dividend has not been Paid/Claimed for 7(Seven) consecutive years shall also be transferred to the demat account of the IEPF Authority.

It may be noted that the Unpaid/Unclaimed Dividend lying in the Unpaid Dividend Account of the Company for the FY 2017-18 was transferred to IEPF. Further the corresponding shares were also transferred to the Demat account of IEPF Authority within stipulated timelines.

12. Availability of Dispute Resolution Mechanism

SEBI vide its circular No. SEBI /HO/ MIRSD/ MIRSD_RTAMB/P/CIR/ 2022/76 dated May 30, 2022 (subsumed as part of the SEBI Master Circular No HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026) read with Regulation 40 of the Listing Regulations has laid down Standard Operating Procedures (SOP) to be followed for dispute resolution under the Stock Exchange arbitration mechanism for disputes between a Listed Company and/or Registrars to an Issue and Share Transfer Agents (RTAs) and its Shareholder(s)/Investor(s) pertaining to disputes emanating from investor service requests such as transfer/transmission of shares, demat/remat, issue of duplicate shares, transposition of holders, investor entitlements like corporate benefits, dividend, bonus shares, rights entitlements, credit of securities in public issue, interest /coupon payments on securities and delay in processing/wrongful rejection of aforesaid investor service.

SEBI, through Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, which subsumed earlier circulars issued by SEBI in this regard, has established a common Online Dispute Resolution (ODR) Portal for resolution of disputes arising in the Indian Securities Market through Online Conciliation, Mediation or Arbitration, which is in addition to the existing SCORES 2.0 portal which can be utilized by the investors and the Company for dispute resolution. The investors are advised to initiate dispute resolution through the ODR portal only if the Company does not resolve the issue itself or it is not resolved through SCORES 2.0 portal.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform,the investors can initiate dispute resolution through the ODR Portal at **https://smartodr.in/login.**

13. Transfer/Transmission/Transposition/Dematerialization of shares and all other investor related matters are attended to and processed by the Company's RTA.

In terms of the requirements of Regulation 40 of the Listing Regulations, securities can be transfered only in dematerialized form. Further, the request for transmission or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form. Further, SEBI in continuation of its efforts to enhance ease of dealing in securities market by investors vide its Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/ P/CIR/2022/8 dated January 25, 2022 and HO/38/13/(3)2026-MIRSD-POD/I/3763/2026 dated January 30, 2026 (being part of the SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026), has mandated the listed entities to issue securities for the following service requests only in dematerialized form:

i. Issue of duplicate securities certificate;

ii. Claim from Unclaimed Suspense Account;

iii. Renewal/ Exchange of securities certificate;

iv. Endorsement;

v. Sub-division/Splitting of securities certificate;

vi. Consolidation of securities certificates/folios;

vii. Transmission; and

viii. Transposition.

In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

The Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form(s) can be downloaded from the Company's website under Investors section at **https://www.talbros.com**. It may be noted that any service request can be processed only after the folio is KYC Compliant.

The Securities and Exchange Board of India has mandated that the transfer of securities would be carried out in dematerialized form only, therefore the members holding shares in physical form are requested to convert their holding into dematerialized form to eliminate all risk associated with the physical shares. Members can contact the Company or RTA for any further assistance in this regard.

Notice (Contd.)

14. **Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:**

Shares held in physical form: Members are requested to send the following details/documents to the Company's Registrars and Transfer Agent ('RTA'), M/s KFIN Technologies Limited:

a) Form ISR-1 along with supporting documents. The said form is available on website of the RTA at http://karisma.kfintech.com/downloads/2Form_ISR-1.pdf

b) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:

i. Cancelled cheque in original, or

ii. Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch

iii. Self-attested copy of the PAN Card of all the holders; and Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

The Company/RTA will be sending individual letters to all the members, holding shares of the Company in physical form, who have not furnished their PAN, KYC, and Nomination details and accordingly their Dividend will be stopped unless the aforementioned details are updated.

Shares held in Electronic form: The members are requested to update their bank details with their Depository Participants or Registrar and Transfer Agent (RTA) for the purpose of receiving dividend.

Nomination facility: In terms of Section 72 of the Companies Act, 2013 shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nomination are requested to send their request in Form SH-13 for nomination and Form ISR-3 or Form SH-14 for cancellation/ variation as the case may be to the RTA.

The said form is available at https://ris.kfintech.com/clientservices/isc/

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR–4, the format of which is available on the website of the Company's RTA at **http://karisma.kfintech.com/downloads/Form-ISR-4.pdf** and on Company's website at **https://www.talbros.com/**

Special Window for lodgement of physical share transfer requests:

Pursuant to SEBI Circular Nos. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 and HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated January 30, 2026 (subsumed as part of SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026), a special window is opened till February 04, 2027, to facilitate lodgement of transfer requests executed before April 01, 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents.

Eligible shareholders are requested to submit the requisite documents before February 04, 2027 to Company/RTA.

Securities transferred through this mechanism shall be credited only in dematerialized form and will remain under a one-year lock-in, during which they cannot be transferred, lien marked or pledged.

All Investor related communication may be addressed to the RTA/Company at the following address:

Company Address:	RTA Address:
Company Secretary & Compliance Officer Talbros Automotive Components Ltd. 14/1, Delhi Mathura Road, Faridabad –121003 Tel: +91-129- 4960456/4960482 Email: seema_narang@talbros.com	**M/s KFIN Technologies Ltd.,** Unit: Talbros Automotive Components Ltd., Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally Hyderabad 500 032, India Email: einward.ris@kfintech.com

15. Register of contracts or arrangements in which directors are interested will be available at the commencement of AGM and remain open and accessible during the continuance of the AGM to any person attending meeting through VC/OAVM.

16. Register of Directors and Key Managerial Personnel will also be kept open for inspection during the AGM and accessible to the persons attending the AGM through VC/OAVM.

17. Members may please note that the unclaimed dividend in respect of the 2018-19 must be claimed by the concerned members on or before **September 15, 2026**, failing which it will be transferred to the Investor Education & Protection Fund authority, in accordance with the relevant provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"). Members are requested to write to company/KFIN, for claiming unclaimed dividend.

18. Attention of the members is drawn to the provisions of Section 124(6) of the Act which requires a company to transfer all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more in the name of IEPF Authority. In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has intimated the shareholders whose shares are liable to be transferred in the name of IEPF Authority. Members are advised to visit the website of the Company www.talbros.com to ascertain such details.

19. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

a) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of voting through electronic means to its members. Members of the Company can transact all the items of the businesses with the facility of voting through electronic means through e-Voting Services provided by National Securities Depository Limited (NSDL).

b) The members who have casted their vote by remote e-voting prior to the meeting may also participate in the meeting through VC/OAVM but shall not be entitled to cast their vote again.

c) The "**cut-off**" date for determining the eligibility for voting through remote electronic voting system is fixed as **Saturday, September 19, 2026**. The voting rights of the shareholders shall be in proportion to their shares on the total paid-up equity share capital as on the cut-off date.

d) Ms. Kiran Sharma, a practicing Company Secretary (Membership no. 4942), has been appointed as the scrutiniser to scrutinise the remote e-voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.

e) The Scrutiniser shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM, submit a consolidated Scrutiniser's report of the total votes cast in favour and against the resolution(s), invalid votes, if any, and whether the resolution(s) has/have been carried or not, to the Chairman or a person authorised by him. The result along with the Scrutiniser's Report will be published

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on the website of the Company at www.talbros.com and on the website of NSDL at www.evoting.nsdl.com. The results shall be simultaneously communicated to BSE Limited and National Stock Exchange of India Limited, where the securities of the Company are listed.

OTHER INFORMATION RELATED TO REMOTE E-VOTING PROCEDURE-

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

Commencement of e-voting	**Tuesday, September 22, 2026 at 9:00 A.M.(IST)**
End of e-voting	**Thursday, September 24, 2026 at 5:00 P.M. (IST)**

The remote e-voting module shall be disabled by NSDL for voting thereafter.

The manner of voting electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 **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 or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' 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 "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' 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 **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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 or joining virtual meeting & voting during the meeting. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

Important note:

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

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 to reset the password.*

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user 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.

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b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on 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 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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 on the resolution, you will not be allowed to modify your vote.

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.
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. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are requested to participate on first-come-first-served basis, as participation at the meeting through video conferencing will be limited to maximum of 1000 members. The meeting can be joined 30 minutes before the scheduled time of AGM and will be closed on the expiry of 30 minutes from the scheduled time of the AGM. However, there will be no such restrictions for participation at the meeting by large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.

3. The procedure for e-Voting on the day of the AGM is same as the instructions for remote e-voting mentioned below.

4. Members are encouraged to join the Meeting through Laptops for better experience. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/ folio number, email id, mobile number at seema_narang@talbros.com. by **Wednesday, September 16, 2026** (5.00 p.m. IST)

   Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and speakers depending upon the availability of time at the AGM.

6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members who need assistance before or during the AGM and e-voting user manual for Members available on the website www.evoting.nsdl.com under the ‘Downloads Section’. You can also contact NSDL at 022 – 4886 7000 or Ms. Pallavi Mhatre, Assistant Vice President, NSDL, at designated e-mail IDs: evoting@nsdl.com who will address the grievances related to electronic voting.

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

Sd/-
Seema Narang
Company Secretary

Place: Gurugram
Date: May 20, 2026

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EXPLANATORY STATEMENT IN RESPECT OF ITEMS OF SPECIAL BUSINESS:

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013 (Act), sets out all the material facts relating to the business proposed to be transacted under Item Nos. 5 and 6 of the accompanying Notice dated May 20, 2026.

Item No.5

Both Talbros Automotive Components Limited (TACL) and QH Talbros Private Limited (QHT) are engaged in the business of manufacturing of auto parts. QHT is an associate company and is a related party as per the provisions of Section 2(76) of the Companies Act, 2013.

TACL has been supplying Auto Parts and Forgings etc. to QHT to meet its customer demands for the past several years in the ordinary course of business at arm's length pricing.

Members of the Company at their 67th Annual General Meeting held on September 25, 2024 had approved the Agreement for Sale of Company's products to/from QHT for a period of three years from April 1, 2025 to March 31, 2028 for an aggregate amount of ₹ 95 Crores in each Financial year. However, there are some transactions such as Receipt of Royalty and Dividend, payments and reimbursement of expenses incurred during the course of business etc. with QHT. It is deemed fit to take an all inclusive approval from the members of the Company for transactions with QHT.

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) inter alia states that all Material Related Party Transactions ('RPTs') shall require prior approval of shareholders by means of an Ordinary Resolution even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis and RPTs approved in an AGM shall be valid upto the date of the next AGM. In terms of the provisions of Regulation 23 of the Listing Regulations read with Schedule XII thereto, where the annual consolidated turnover of the Company is up to ₹ 20,000 Crores, transaction(s) of the Company with a related party transaction will be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the listed entity.

In view of the above, ordinary resolution at Item no. 5 of the accompanying Notice for carrying out/ continuing with contracts/ arrangements/ transactions with QHT for Sale of Company's products including but not limited to Forgings and other Auto Parts, Receipt of Royalty and Dividend, payments, rendering of services, transactions of reimbursements for legal and other expenses during the course of business of the Company and such other transactions as are approved by the Audit Committee and the Board upto an aggregate amount of ₹ 125.00 Crores, exclusive of applicable taxes, during Financial Year 2026-27 and for ratification of transactions already entered in current Financial Year upto the date of the 69th AGM, is placed for approval by the members of the Company.

The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs, subject to approval by the Members at the ensuing Annual General Meeting. The Audit Committee noted that the said transaction(s) are at an arm's length pricing basis and in ordinary course of business of the Company.

The Audit Committee has also reviewed the certificate provided by the CEO and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Details of the proposed Related Party Transactions between the Company and QHT, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circulars dated June 26, 2025 and October 13, 2025, are as follows:

Minimum information to be provided for approval of Related Party Transactions as per RPT Industry Standards:

Sl. No.	**Particulars of the information**	**Information provided by the management**
A.	**Details of the related party and transactions with the related party**	
A(1).	**Basic details of the related party**	
1.	Name of the related party	QH Talbros Private Limited (QHT)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Sale of auto components for 4 wheelers

Sl. No.	Particulars of the information	Information provided by the management
A(2).	**Relationship and ownership of the related party**	
4.	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise)	QHT is an Associate Company of Talbros Automotive Components Limited (TACL). QHT and TACL are related parties.
5.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	TACL holds 5.83% equity shares of QHT
6.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
7.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NIL
A(3).	**Details of previous transactions with the related party**	
8.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year:	
	Nature of Transactions with QHT	**2025-26 (Audited) (Amount in ₹ Lacs)**
	Sale of Company's Products	7536.99
	Sale of Finished/ Semi-finished goods and raw materials	0
	Royalty Income received	135.70
	Dividend Income received	80.08
	Services availed	0
	Services rendered	0
	Reimbursement received	10.06
	Reimbursement paid	0
	Advance received, if any	0
	Total	**7,772.90**
9.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not Applicable, since first quarter of current 2026-27 has not been completed as on the date of approval of AGM notice by Board
10.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No default
A(4).	**Amount of the proposed transactions**	
11.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 125.00 Crores
12.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
13.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	₹ 125.00 Crores constitutes 14.36% of the Company's Annual Consolidated Turnover for the financial year ended March 31, 2026.

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<table>
<tr><th>Sl. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>14.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>NA</td></tr>
<tr><td>15.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>16.17%</td></tr>
<tr><td>16.</td><td>Financial performance of the related party for the immediately preceding financial year</td><td>The Financial Performance of QHT, on Standalone basis for the Financial Year ended March 31, 2025 is stated below:
<table>
<tr><th>Particulars</th><th>Amount (₹ in Lacs)</th></tr>
<tr><td>Turnover</td><td>77,323.76</td></tr>
<tr><td>Profit after Tax</td><td>5,212.99</td></tr>
<tr><td>Net worth</td><td>1,659.88</td></tr>
</table></td></tr>
<tr><td colspan="3">A(5). Basic details of the proposed transaction</td></tr>
<tr><td>17.</td><td>Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Sale of Company's products/goods including but not limited to Forgings and other Auto Parts, Royalty received, Dividend received, rendering of services, transactions of reimbursements paid/received during the course of business of the Company, sale of finished/ semi-finished goods and raw materials</td></tr>
<tr><td>18.</td><td>Details of each type of the proposed transaction</td><td>
<table>
<tr><th>S. No.</th><th>Specific Type of the Proposed Transactions</th><th>Details of the Proposed Transaction</th><th>Amount (₹ in Crores)</th></tr>
<tr><td>1.</td><td>Sale of Company's Products</td><td>Sale of Company's products/goods including but not limited to Forgings and other Auto Parts,</td><td>95.00</td></tr>
<tr><td>2.</td><td>Dividend Income</td><td>Dividend income</td><td>1.5</td></tr>
<tr><td>3.</td><td>Royalty Income</td><td>Royalty income</td><td>2.00</td></tr>
<tr><td>4.</td><td>Others</td><td>Rendering of services, transactions of reimbursements paid/ received during the course of business of the Company, sale of finished/ semi-finished goods and raw materials</td><td>26.5</td></tr>
<tr><td colspan="3">Total</td><td>125.00</td></tr>
</table></td></tr>
<tr><td>19.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>1 year (from April 1, 2026 to March 31, 2027)</td></tr>
</table>

Sl. No.	Particulars of the information	Information provided by the management
20.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 125.00 Crores
21.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Both QHT and TACL are engaged in business of manufacturing of auto parts. QHT takes products from TACL and after processing /machining/ assembly sells the same to its customers. The Sale is done in ordinary course of business and at arm's length pricing. The transactions help the Companies to meet their customer demands and generation of revenue and business for both the Companies. Also there are transactions with respect to receipt of dividend on shares held in QHT and receipt of Royalty in lieu of permission to use Trademark of the Company. There are some expenses incurred by either TACL or by QHT on behalf of both Companies with respect to business needs and reimbursement are paid/received as per share of expenditure.
22.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. A) Name of the director / KMP B) Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Naresh Talwar, Mr. Umesh Talwar, Mr. Vidur Talwar, Mr. Varun Talwar and Mr. Anuj Talwar are concerned/ interested being common Directors of both the Companies. Their interest or concern or that of their relatives, are limited only to the extent of their holding directorship / KMP position in the Company and QHT. Mr. Naresh Talwar holds 0.0038% of equity shares of QHT. Mr. Umesh Talwar holds 0.0048 % of equity shares of QHT. Mr. Varun Talwar holds 0.0008 % of equity shares of QHT. Mr. Vidur Talwar holds 0.0010 % of equity shares of QHT. Mr. Anuj Talwar holds 0.0005 % of equity shares of QHT. Mr. Navin Juneja holds 1 equity shares of QHT.
23.	Other information relevant for decision making.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice
Part B: Additional information for proposed transactions including information on Material Related Party Transactions as per Industry Standards		
B(1). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction		
24.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity	The Company has been selling its products to QHT since a long period and it enables the Company to achieve growth objective and utilising its efficiencies.
25.	Basis of determination of price.	The Company does ensure that the RPTs are done on arms' length basis taking into account various factors including comparable with unrelated parties or on cost plus reasonable margin basis or market price basis, or transaction net margin method, where available, or certified by any independent agency.Compliance with arms' length principles is ensured based on the applicable transfer pricing regulations.

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Sl. No.	Particulars of the information	Information provided by the management
26.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	As per Industry (General) pricing terms.
	(a) Amount of Trade advance	
	(b) Tenure	
	(c) Whether same is self-liquidating?	

None of the Directors other than those disclosed, are in any way concerned or interested, in the Resolution mentioned at Item No. 5 of the accompanying Notice.

Basis the review and approval of the Audit Committee, the Board of Directors recommends the resolution set out at Item No. 5 of the accompanying Notice for the approval of the members as an Ordinary Resolution.

Item No. 6

The Board, on the recommendation of Audit committee, has approved the re-appointment of M/s. Vijender Sharma & Co., Cost Accountants (Firm Registration No. 000180) as the Cost Auditor of the Company to audit the cost records maintained by the Company for the financial year 2026-27.

M/s. Vijender Sharma & Co., Cost Accountants (Firm Registration No. 000180) have confirmed that they hold a valid certificate of practice under Sub-section (1) of Section 6 of the Cost and Works Accountants Act, 1959 and have given their consent to conduct Cost Audit for the financial year 2026-27.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 1,75,000/- (Rupees One Lac Seventy Five Thousand Only) exclusive of applicable taxes thereon and reimbursement of out of pocket expenses on actual basis incurred in connection payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought for ratification of remuneration payable to the Cost Auditors for the financial year 2026-27.

None of the Directors/Key Managerial Personnel of the Company/their relatives is concerned or interested, whether financially or otherwise, in the resolution set out at Item no. 6.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for the approval by members of the Company.

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

Sd/-
Seema Narang
Company Secretary

Place: Gurugram
Date: May 20, 2026

ANNEXURE- 1 TO NOTICE OF 69TH AGM

Details of Directors seeking Appointment/Re-appointment at the forthcoming Annual General Meeting (pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS 2) issued by the Institute of Company Secretaries of India are as under:

Name of the Director	**Mr. Navin Juneja**
DIN	00094520
Age / Date of Birth	68 years / 30.09.1957
Nationality	Indian
Qualifications	B.Sc. (Hons.) (Mathematics) & Chartered Accountant (FCA).
Expertise in specific functional areas	Advises various companies of Talbros Group on financial management and corporate planning. More than 40 years of rich experience in Finance, Accounting and Strategic Planning.
Brief Profile	Mr. Navin Juneja is the Director and Group CFO of the Company. He has more than 40 years of rich experience in Finance, Accounting and Strategic Planning. Mr. Navin Juneja advises Company and other group Companies on financial management and corporate planning.
Date of first Appointment	November 12, 2010
Relationship with other Directors inter-se and Key Managerial Personnel	Mr. Navin Juneja is not related with any Director or KMP of the Company.
No. of shares held in the Company	9940
Name of listed entities from which the person has resigned in the past three years	NIL
Terms & conditions of appointment/ re-appointment	-
List of Directorships held in other Companies (excluding foreign companies)	• Beacon Sales Private Limited • Talbros Indiparts Private Limited • TANDT Multi Trading Private Limited • Talbros International Private Limited
List of Committees of Board of Directors across all companies in which Chairmanship/ Membership is held (only Audit Committee and Stakeholders' Relationship Committee considered)	**Talbros Automotive Components Limited** • Audit Committee (Member) • Stakeholders Relationship Committee (Chairman)
Number of Board Meetings attended during the year	Attended 4 out of 4 Board Meetings held during 2025-26