Date: November 27, 2026

To

The Manager Listing
BSE Limited,
P.J. Towers,
Mumbai – 400 001
Scrip Code: 538987

Sub: Outcome of Board Meeting – Board approves preferential allotment

Ref: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

We wish to inform you that the Board of Directors of the Company at their meeting held today i.e. Friday, November 27, 2026, have inter alia considered and approved the following:

A. Raising of funds aggregating up to Rs. 49,99,98,451.42 (Indian Rupees Forty Nine Crores Ninety Nine Lakhs, Ninety Eight Thousand Four Hundred Fifty One and Paise Forty Two only) through preferential allotment of Equity Shares / Warrants, for cash consideration, to Non Promoters (Institutions / Individuals) and Promoter Group individuals, as under and as detailed in Annexure 1A, in compliance with applicable provisions of the Companies Act, 2013 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and on such terms and conditions as approved by the Board, subject to such regulatory/ statutory approvals as may be required and the approval of shareholders of the Company:

Type of specified securities	No. of Proposed Allottees	No. of equity shares/ warrants	Issue price per share	Premium per share
Equity Shares	06	5,43,460	Rs. 644.02	Rs. 634.02
Warrants	03	2,32,911	Rs. 644.02	Rs. 634.02
Total	09	7,76,371		

Additional details pursuant to Regulation 30 of the Listing Regulations is attached as **Annexure-1**.

B) Increase in Authorised Capital of the Company from the existing Rs. 5,10,00,000 (Indian Rupees Five Crores Ten Lakhs only) consisting of 51,00,000 (Fifty One Lakhs) equity shares of Rs. 10/- each to Rs. 6,00,00,000 (Indian Rupees Six Crores only) consisting of 60,00,000 (Sixty Lakhs) equity shares of Rs. 10/- each and consequential amendment to the Memorandum of Association of the Company, subject to the approval of shareholders.

C) Providing Special Rights to WhiteOak Capital Equity Fund and WhiteOak Capital Equity Trust - WhiteOak Capital Equity Fund II (together known as WhiteOak Funds), who are proposed allottees of preferential issue, to nominate a Board Observer (without voting rights), provided that the Board Observer Rights will cease to exist if the combined shareholding of WhiteOak Funds falls below 5% of the paid-up equity shares (on a diluted basis) of the Company, subject to the approval of shareholders as required under Regulation 31B of the Listing Regulations.

D) Convening of an Extraordinary General Meeting on Thursday, December 24, 2026 through video conferencing or other audio-visual means, to seek necessary approval of the shareholders of the Company, for seeking approval of the shareholders for the proposed Preferential Issue, Increase in Authorised Capital and for providing Special Rights to WhiteOak Funds.

E) Cut-off Date for the purpose of e-voting have been fixed as Thursday, December 17, 2026 for the purpose of Extra-Ordinary General Meeting.

F) Appointment of M/s Anuj Gupta and Associates, Practicing Company Secretary as the Scrutinizer for conducting the E-voting and the voting process at Extra-Ordinary General Meeting in a fair and transparent manner.

The meeting of the Board of Directors commenced at 11.00 A.M. at the registered office and concluded at 11.35 A.M.

You are requested to take the information on your records.

Yours sincerely
For Talbros Engineering Limited

KAJAL GUPTA
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Kajal Gupta
Company Secretary and Compliance Officer
M. No. A52114

Annexure-1

Additional details as required under Regulation 30 and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Issuance of Equity Shares under Preferential Allotment

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Remarks</th></tr>
<tr><td>a)</td><td>Type of Securities proposed to be issued (viz., equity shares, convertibles etc.)</td><td>• Equity Shares of Face value of Rs. 10/- each
• Convertible Warrants, convertible or exchangeable to equivalent number of Equity Shares of Face value of Rs. 10/- each.</td></tr>
<tr><td>b)</td><td>Type of Issuance

(viz., further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)</td><td>Preferential Allotment for cash consideration</td></tr>
<tr><td>c)</td><td>Total number of securities proposed to be issued or

the total amount for which the securities will be issued (approximately)</td><td><table><tr><td>Type of specified security</td><td>No. of Equity Shares/ Warrants</td></tr><tr><td>Equity Shares</td><td>5,43,460</td></tr><tr><td>Warrants</td><td>2,32,911</td></tr><tr><td>Total</td><td>7,76,371</td></tr></table>
Rs. 49,99,98,451.42
(Price per equity share /warrant – Rs. 644.02)</td></tr>
<tr><td>d)</td><td colspan="2">In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):</td></tr>
<tr><td>ii.</td><td>Names of the Investors</td><td rowspan="3">Attached as Annexure 1A

Issue Price: Rs. 644.02 per equity share/ warrant

<table><tr><td>Type of specified security</td><td>No. of Investors</td></tr><tr><td>Equity Shares</td><td>06</td></tr><tr><td>Warrants</td><td>03</td></tr><tr><td>Total</td><td>09</td></tr><tr><td></td><td></td></tr></table></td></tr>
<tr><td>(ii.a)</td><td>Post allotment of securities, outcome of the subscription, issue/allotted price</td></tr>
<tr><td>(ii.b)</td><td>Number of investors</td></tr>
<tr><td>(iii)</td><td>in case of convertibles:</td><td></td></tr>
</table>

	intimation on conversion of securities or on lapse of the tenure of the instrument	• The tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of such warrant. • Each Warrant shall be convertible into, or exchangeable for, 1 (one) equity share having face value of Rs. 10.00 each, which may be exercised in one or more tranches at the option of the Warrant holders, respectively. • In the event that the Warrant holder does not convert their respective Warrants within the period of 18 (eighteen) months from the date of allotment of the Warrants, the unconverted Warrants shall lapse, and the amount paid by the Warrant holder on such Warrants shall stand forfeited.

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Annexure 1A

Name of Investors, Post allotment of securities, outcome of the subscription									
Sr. No	**Name of Allottee**	**Equity Shares / Warrants**	**Category**	**Promoter Group / Non Promoters**	**Current Holding**		**No. of shares / warrants proposed to be allotted**	**Post proposed issue**	
					Shares	**%**		**Shares**	**%**
1	WHITEOAK CAPITAL EQUITY TRUST - WHITEOAK CAPITAL EQUITY FUND II	Equity Shares	AIF - Cat III	Non Promoter	-	-	3,10,549	3,10,549	5.31
2	ASHOK KUMAR	Warrants	Individual	Non Promoter	-	-	1,55,274	1,55,274	2.65
3	WHITEOAK CAPITAL EQUITY FUND	Equity Shares	AIF Cat III	Non Promoter	-	-	77,637	77,637	1.33
4	PERPETUITY HEALTH TO WEALTH (H2W) RISING FUND	Equity Shares	AIF - Cat III	Non Promoter	-	-	54,346	54,346	0.93
5	GEOSPHERE INDIA FUND	Equity Shares	FPI Cat -1	Non Promoter	-	-	54,346	54,346	0.93
6	SHWETA TALWAR	Warrants	Individual	Promoter Group	3,79,128	7.47	50,596	4,29,724	7.34
7	KARAN TALWAR	Warrants	Individual	Promoter Group	3,94,846	7.78	27,041	4,21,887	7.21
8	SNEHAL BHUPENDRA SHAH & SURABHI SNEHAL SHAH	Equity Shares	Individual	Non Promoter	-	-	23,291	23,291	0.40
9	ANAND DALMIA	Equity Shares	Individual	Non Promoter	-	-	23,291	23,291	0.40
	TOTAL						**7,76,371**		

Note:

The post-preferential shareholding of the Proposed Allottees has been provided on a fully diluted basis and on the presumption that all the Warrants issued to the Proposed Allottees will be fully converted.

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