



TALBROS ENGINEERING LIMITED



11th July, 2014

FILE NO. 8981

To
The Executive Director
Delhi Stock Exchange Association Limited
3/1, DSE House,
Asaf Ali Road,
New Delhi - 110 002

Sub: Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: Talbros Engineering Limited
Quarter ending on: 30th June, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	No	Corporate governance clause has become applicable on the company for the first time. The company has secured acceptance from one woman independent director to be appointed on our Board in ensuing Board Meeting.
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	(49 (ID)	Yes	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	No	The company has secured acceptance from one woman independent director to be appointed on our Board in ensuing Board Meeting.
(B) Meeting of Audit Committee		Yes	
(C) Powers of Audit Committee	49 (IIB)	Yes	
(IIC)			
(D) Role of Audit Committee	49 II(D)	Yes	



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(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	N.A	
IV. Disclosures	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	N.A	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	Yes	
(E) Remuneration of Directors	49 (IV E)	N.A	Will be complied with at AGM '2014'
(F) Management	49 (IV F)	N.A	Will be complied with at AGM '2014'
(G) Shareholders	49 (IV G)	N.A	Will be complied with at AGM '2014'
V. CEO/CFO Certification	49 (V)	yes	Will be complied with at AGM '2014'
VI. Report on Corporate Governance	49 (VI)	N.A	Will be complied with at AGM '2014'
VII. Compliance	49 (VII)	N.A	Will be complied with at AGM '2014'

Thanking You

Yours Sincerely

For Talbros Engineering Limited


Kanwar Pal Pawar
Compliance Officer

