

09th July, 2015

To
The Manager Listing
Bombay Stock Exchange Limited
P.J. Towers, Dalal Street, Kala Ghoda,
Fort, Mumbai – 400 001
Scrip Code: 538987

To
The Manager Listing
Delhi Stock Exchange Limited
3/1, DSE House, Asaf Ali Road,
New Delhi – 110 002
Scrip Code: 110135

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, 2015

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|---|-----------------------------|--------------------------|---------|
| | | | |
| II. Board of Directors | 49 II | | |
| (A) Composition of Board | 49 (IIA) | Yes | |
| (B) Independent Directors | 49 (IIB) | Yes | |
| (C) Non-executive Directors' Compensation & Disclosures | 49 (IIC) | Yes | |
| (D) Other Provisions as to Board and Committees | 49 (IID) | Yes | |
| (E) Code of Conduct | 49 (IIE) | Yes | |
| (F) Whistle Blower Policy | 49 (IIF) | Yes | |
| III. Audit Committee | 49 (III) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIIA) | Yes | |
| (B) Meeting of Audit Committee | 49 (IIIB) | Yes | |
| (C) Powers of Audit Committee | 49 (IIIC) | Yes | |
| (D) Role of Audit Committee | 49 (IIID) | Yes | |
| (E) Review of Information by Audit Committee | 49 (IIIE) | Yes | |

| | | | |
|---|-------------|------|---|
| IV. Nomination and Remuneration Committee | 49 (IV) | Yes | |
| V. Subsidiary Companies | 49 (V) | N.A | |
| VI. Risk Management | 49 (VI) | Yes | |
| VII. Relate Party Transactions | 49 (VII) | Yes | |
| VIII. Disclosures | 49 (VIII) | | |
| (A) Related Party Transactions | 49 (VIII A) | Yes | |
| (B) Disclosure of Accounting Treatment | 49 (VIII B) | Yes | |
| (C) Remuneration of Directors | 49 (VIII C) | Yes | |
| (D) Management | 49 (VIII D) | Yes | |
| (E) Shareholders | 49 (VIII E) | Yes | |
| (F) Disclosure of Resignation of Directors | 49 (VIII F) | N.A. | |
| (G) Disclosure of formal letter of appointment | 49 (VIII G) | Yes | |
| (H) Disclosures in the Annual Report | 49 (VIII H) | Yes | |
| (I) Proceeds from public issues, right issues, preferential issues, etc | 49 (VIII I) | Yes | |
| IX. CEO/CFO Certification | 49 (IX) | Yes | Will be complied in the Annual Report 2014-15 |
| X. Report on Corporate Governance | 49 (X) | Yes | Will be complied in the Annual Report 2014-15 |
| XI. Compliance | 49 (XI) | Yes | Will be complied in the Annual Report 2014-15 |

Thanking You

Yours Sincerely

For Talbros Engineering Limited

Sd/-

Ankush Jindal

Company Secretary cum Compliance Officer