



TALBROS ENGINEERING LIMITED



11th April 2014
TEL: AC:CS: 2014-15

FILE NO. 8981

The Executive Director
M/s Delhi Stock Exchange Association Limited
3/1 DSE House
Asaf Ali Road
New Delhi-110002.

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

Dear Sir,

Name of the Company: Talbros Engineering Limited
Quarter ending on: 31st March , 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

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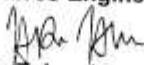
			on our Board. However, filings on the MCA portal are still to be done.
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	No	The company has secured acceptance from one woman independent director to be appointed on our Board. However, filings on the MCA portal are still to be done.
(B) Meeting of Audit Committee		Yes	
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(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'

to [Signature]

(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 faithfully,
for Talbros Engineering Limited


(Tarun Talwar)
Managing Director & Compliance Officer