



## TALBROS ENGINEERING LIMITED

CIN: L74210HR1986PLC033018

Regd. Office: Plot No. 74-75, Sector-6, Faridabad, Haryana – 121006

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### Quarterly Corporate Governance for the quarter ended on 31<sup>st</sup> March, 2016

1. Name of the Entity: TALBROS ENGINEERING LIMITED
2. Quarter Ending: 31<sup>ST</sup> MARCH, 2016

<b>I. Composition of Board of Directors</b>								
<i>Title (Mr./Ms.)</i>	<i>Name of the Director</i>	<i>PAN &amp; DIN</i>	<i>Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee)</i>	<i>Date of Appointment in the current term / cessation</i>	<i>Tenure</i>	<i>No. of Directorships in listed entities including this listed entity</i>	<i>Number of memberships in Audit/Stakeholder Committee(s) including this listed entity</i>	<i>No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity</i>
Mr.	Tarun Talwar	ACDPT2544B 02276634	Executive	01/10/2015		1	2	-
Mr.	Kartik Talwar	ACDPT9143Q 03266391	Chairperson/Non- Executive	27/09/2011		1	1	1
Mr.	Sanjay Sharma	CRRPS8762F 06394774	Executive	01/10/2015		1	1	-
Mr.	Vijay Kumar Sharma	AQIPS3596B 06394784	Executive	01/10/2015		1	-	-
Mr.	Sunil Kumar	ATYPK9876D 03619831	Independent	27/09/2011	5 Years	1	1	-
Ms.	Priyanka Khattar	BLCPK2113E 02991593	Independent	07/08/2014	5 Years	1	1	1

<b>II. Composition of Committees</b>		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)</i>
1. Audit Committee	Ms. Priyanka Khattar (Chairman) Mr. Tarun Talwar (Member) Mr. Sunil Kumar (Member)	Independent Executive Independent
2. Nomination & Remuneration Committee	Mr. Kartik Talwar (Chairman) Mr. Sunil Kumar (Member) Ms. Priyanka Khattar (Member)	Chairperson & Non-Executive Independent Independent
3. Stakeholders Relationship Committee	Mr. Kartik Talwar (Chairman) Mr. Tarun Talwar (Chairman) Mr. Sanjay Sharma (Chairman)	Chairperson & Non-Executive Executive Executive
4. Corporate Social Responsibility Committee	Mr. Tarun Talwar (Chairman) Mr. Sanjay Sharma (Member) Mr. Sunil Kumar (Member)	Executive Executive Independent

<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
29/10/2015	04/01/2016 & 09/02/2016	67 Days & 36 Days

<b>IV. Meeting of Committees</b>			
<i>Date(s) of Meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
<b>Audit Committee:</b> 09/02/2016	<b>Yes, Present Members:</b> Ms. Priyanka Khattar Mr. Tarun Talwar Mr. Sunil Kumar	<b>Audit Committee:</b> 29/10/2015	103 Days

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance Status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

<b>VI. Affirmations</b>
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders relationship committee d. Risk Management Committee – Not Applicable
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here. This is first report, This will be placed at the ensuing Board Meeting.

**For Talbros Engineering Limited**

**Sd/-**

**Ankush Jindal**

**Company Secretary cum Compliance Officer**

**Place: Faridabad**

**Date: 14/04/2016**

## Compliance Report on Corporate Governance

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance Status (Yes/No/NA)</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism / Whistle Blower Policy	Yes	
Criteria for making payments to non- executive directors	Yes	
Policy on dealing with related party transactions	NA	
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with media companies and / or their associates	NA	
New name and the old name of the listed entity	NA	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of Directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession of appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/Compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination &amp; Remuneration Committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition of role of risk management</i>	21(1), (2), (3), (4)	NA

<i>committee</i>		
<i>Vigil mechanism</i>	22	Yes
<i>Policy for related party transaction</i>	23(1), (5), (6), (7) & (8)	NA
<i>Policy or omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	NA
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2), (3), (4), (5) & (6)	NA
<i>Maximum Directorships &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of Independent Directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/NO/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the listed entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

**Sd/-**

**Ankush Jindal**

**Company Secretary-cum-Compliance Officer**