

10th April, 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: 31st March, 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)	No	Will be complied in next Annual Report
(I) Proceeds from public issues, right issues, preferential issues, etc	49 (VIII I)	Yes	
IX. CEO/CFO Certification	49 (IX)	N.A.	Will be complied in next Annual Report
X. Report on Corporate Governance	49 (X)	N.A	Will be complied in next Annual Report
XI. Compliance	49 (XI)	N.A	Will be complied in next Annual Report

Thanking You

Yours Sincerely

For Talbros Engineering Limited

Sd/-

Ankush Jindal

Company Secretary cum Compliance Officer