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General information about company

Scrip code	538987
NSE Symbol	
MSEI Symbol	
ISIN	INE717E01013
Name of the entity	TALBROS ENGINEERING LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Enter the quarter ended date only

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Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																	Add Notes			
Whether the listed entity has a Regular Chairperson																	No			
Whether Chairperson is related to MD or CEO																	No			
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 171A] of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of past of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
Add		Delete																		
1	Mr.	VIJAY KUMAR SHARMA	AQIP3398B	06394784	Executive Director	Not Applicable		15-07-1962	NA		01-10-2015			60	1	0	1			
2	Mr.	SANJAY SHARMA	CRPP38762F	06394774	Executive Director	Not Applicable		04-01-1968	NA		01-11-2018			60	1	0	0			
3	Mr.	KULDEEP SINGH BHALLA	ADRP80231E	07304884	Non-Executive - Independent Director	Not Applicable		29-08-1963	NA		29-04-2016			59	1	1	2		2	
4	Mr.	SUNIL KUMAR	ATYK3876D	03619831	Non-Executive - Independent Director	Not Applicable		01-11-1976	NA		13-09-2014	01-04-2019		60	1	1	1			
5	Ms.	PRYANKA KHATTAR	BLCP2113E	02991593	Director	Not Applicable		15-08-1989	NA		07-08-2014	01-04-2019		60	1	1	2			
6	Mr.	SARABJEET SINGH	AYQP56647B	08601346	Non-Executive - Independent Director	Not Applicable		09-06-1967	NA		15-11-2019			60	1	1	0			

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Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Actions

For this quarter kindly note the following points:
 1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
 2. Date of Appointment can be any day upto December 31, 2019.
 3. Date of Cessation must be for the current quarter only, i.e. October 1, 2019 to December 31, 2019.

Note: Please enter DIN after entering DIN. Name of Committee members and Category 1 of Directors shall be profiled automatically.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson							
Yes							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	07524884	KUDEEP SINGH BHALLA	Non-Executive, Independent Director	Chairperson	14-11-2017		
2.	03613831	SUNIL KUMAR	Non-Executive, Independent Director	Member	07-08-2014		
3.	02091593	PREYANNA KHATTAR	Non-Executive, Independent Director	Member	07-08-2014		
4.							
5.							
6.							
7.							
8.							
9.							
10.							

Note: Please enter DIN after entering DIN. Name of Committee members and Category 1 of Directors shall be profiled automatically.

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson							
Yes							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	07524884	KUDEEP SINGH BHALLA	Non-Executive, Independent Director	Chairperson	07-06-2016		
2.	02091593	PREYANNA KHATTAR	Non-Executive, Independent Director	Member	07-08-2014		
3.	03613831	SUNIL KUMAR	Non-Executive, Independent Director	Member	07-08-2014		
4.							
5.							
6.							
7.							
8.							
9.							
10.							

Note: Please enter DIN after entering DIN. Name of Committee members and Category 1 of Directors shall be profiled automatically.

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson							
Yes							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	07524884	KUDEEP SINGH BHALLA	Non-Executive, Independent Director	Chairperson	07-06-2016		
2.	06394786	VJURY KUMAR SHARMA	Executive Director	Member	14-11-2017		
3.	02091593	PREYANNA KHATTAR	Non-Executive, Independent Director	Member	07-06-2016		
4.							
5.							
6.							
7.							
8.							
9.							
10.							

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson							
Yes							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.							
2.							
3.							
4.							
5.							
6.							
7.							
8.							
9.							
10.							

Note: Please enter DIN after entering DIN. Name of Committee members and Category 1 of Directors shall be profiled automatically.

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Yes							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	06394786	VJURY KUMAR SHARMA	Executive Director	Chairperson	07-06-2016		
2.	07524884	KUDEEP SINGH BHALLA	Non-Executive, Independent Director	Member	14-11-2017		
3.	03613831	SUNIL KUMAR	Non-Executive, Independent Director	Member	07-08-2014		
4.							
5.							
6.							
7.							
8.							
9.							
10.							

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1.						
2.						
3.						
4.						
5.						
6.						
7.						
8.						
9.						
10.						

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Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
	Add Delete					
1	12-11-2019			Yes	5	3
2	07-02-2020	86		Yes	6	4

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* to be filled in only for the current quarter meetings

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	12-11-2019				Yes	3	3
2	Audit Committee	07-02-2020	86			Yes	3	3
3	Nomination and remuneration committee	12-11-2019				Yes	3	3
4	Stakeholders Relationship Committee	12-11-2019				Yes	3	2
5	Stakeholders Relationship Committee	07-02-2020	86			Yes	3	2

* to be filled in only for the current quarter meetings

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Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		WWW.TALBROSAXLES.COM
2	Terms and conditions of appointment of independent directors	Yes		WWW.TALBROSAXLES.COM
3	Composition of various committees of board of directors	Yes		WWW.TALBROSAXLES.COM
4	Code of conduct of board of directors and senior management personnel	Yes		WWW.TALBROSAXLES.COM
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		WWW.TALBROSAXLES.COM
6	Criteria of making payments to non-executive directors	Yes		WWW.TALBROSAXLES.COM
7	Policy on dealing with related party transactions	Yes		WWW.TALBROSAXLES.COM
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		WWW.TALBROSAXLES.COM
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		WWW.TALBROSAXLES.COM
11	email address for grievance redressal and other relevant details	Yes		WWW.TALBROSAXLES.COM
12	Financial results	Yes		WWW.TALBROSAXLES.COM
13	Shareholding pattern	Yes		WWW.TALBROSAXLES.COM
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		WWW.TALBROSAXLES.COM
18	Credit rating or revision in credit rating obtained	Yes		WWW.TALBROSAXLES.COM
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		WWW.TALBROSAXLES.COM
21	Materiality Policy as per Regulation 30	Yes		WWW.TALBROSAXLES.COM
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		WWW.TALBROSAXLES.COM
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

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Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	ANKUSH JINDAL
2	Designation	Company Secretary and Compliance Officer

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Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided				Add Notes

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Annexure II

1	Name of signatory	ANKUSH JINDAL
2	Designation	Company Secretary and Compliance Officer

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Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		Add Notes

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1	Name of signatory	ANKUSH JINDAL
2	Designation	Company Secretary and Compliance Officer

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Signatory Details

Name of signatory	ANKUSH JINDAL
Designation of person	Company Secretary and Compliance Officer
Place	FARIDABAD
Date	01-06-2020

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