



## TALBROS ENGINEERING LIMITED

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QUALITY IS OUR PRIDE

REGD. OFF. & WORKS : PLOT NO. 74-75-76, SEC.-6, FARIDABAD-121006 (HR.) / CIN NO.: L74210HR1986PLC033018 / GST NO.: 06AABCT0247L2ZD

20<sup>th</sup> May, 2019

To  
The Manager Listing  
BSE Limited  
5<sup>th</sup> Floor, P.J. Towers,  
Dalal Street,  
Mumbai – 400 001  
Scrip Code: 538987

**Sub.: Submission of Annual Secretarial Compliance Report pursuant to Circular No. CIR/CFD/CMD1/27/2019 dated 08<sup>th</sup> February, 2019 issued by SEBI**

Dear Sir/Madam

Please find enclosed herewith Annual Secretarial Compliance Report issued by M/s Anuj Gupta & Associates, Practicing Company Secretaries for the year ended 31<sup>st</sup> March, 2019 in compliance with the above captioned circular issued by Securities and Exchange Board of India.

You are kindly requested to acknowledge the same and take on your records.

Thanking you

Yours faithfully,

**For Talbro's Engineering Limited**

  
**Ankush Jindal**  
Company Secretary cum Compliance Officer

Encl. a/a

# ANUJ GUPTA AND ASSOCIATES

(Company Secretaries)

www.csanujgupta.com

## SECRETARIAL COMPLIANCE REPORT OF TALBROS ENGINEERING LIMITED FOR THE YEAR ENDED ON 31ST MARCH, 2019

I have examined:

- All the documents and records made available to us and explanation provided by Talbros Engineering Limited (CIN: L74210HR1986PLC033018) ("the listed entity"),
- The filings/submissions made by the listed entity to the stock exchange,
- Website of the listed entity,
- Any other document/filing, as may be relevant, which has been relied upon to make this certification,

For the year ended on 31<sup>st</sup> March, 2019 ("Review Period") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, guidelines issued thereunder; and
- The Securities Contracts (Regulations) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the year.**
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable during the year.**
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the year.**
- Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the year.**



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- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Circulars / guidelines issued under the above stated regulations, to extent applicable to the listed entity

And based on above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in matters specified below:-

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
-----NONE-----			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity / its promoters/directors/material subsidiaries either by SEBI or by Stock Exchange (including under the Standard Operating procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

Sr. No.	Action taken by	Details of Violation	Details of action taken E.G. fines, warning letter, debarment, etc.	Observations / Remarks of the Practicing Company Secretary, if any
1	BSE Limited	Chairman of Board is same as Chairman of Nomination and Remuneration Committee (Regulation 19)	Fine of Rs. 2,17,120/- has been levied on the listed entity.	On the basis of submissions & disclosures made by listed entity, the fine has been waived by Stock Exchange vide their email dated 17/12/2018.



*Anuj Gupta*  
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended ..... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
-----N.A.-----				

Date: 18/05/2019  
Place: New Delhi

For Anuj Gupta & Associates  
Company Secretaries



Anuj Gupta  
Proprietor  
M. No. 31025  
C P No. 13025