

**SECRETARIAL COMPLIANCE REPORT OF TALBROS ENGINEERING LIMITED FOR THE YEAR  
ENDED ON 31ST MARCH, 2020**

I have examined:

- (a) All the documents and records made available to us and explanation provided by Talbros Engineering Limited (CIN: L74210HR1986PLC033018) ("the listed entity"),
- (b) The filings/submissions made by the listed entity to the stock exchange,
- (c) Website of the listed entity,
- (d) 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, 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, guidelines issued thereunder; and
- (b) 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:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the year.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable during the year.**



*Anuj Gupta*  
24





- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the year.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the year.**
- (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<br>(Regulations/circulars/guidelines<br>including specific clause) | Deviations | Observations/<br>Remarks of the<br>Practicing Company<br>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<br>Violation | Details of action taken<br>E.G. fines, warning letter,<br>department, etc. | Observations /<br>Remarks of the<br>Practicing<br>Company<br>Secretary, if any |
|----------------|-----------------|-------------------------|--|--|
| -----NONE----- |                 |                         |  |  |



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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 .....<br>(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: 19/05/2020  
Place: New Delhi

For Anuj Gupta & Associates  
(Company Secretaries)



*Anuj Gupta*  
/s/

Anuj Gupta  
(Proprietor)

M. No. 31025  
C P No. 13025

UDIN: A031025B000256131