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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	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
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 nature on composition of board of directors explanatory		Add notes																							
Whether the listed entity has a Regular Chairperson		No																							
Whether Chairperson is related to CEO or CFO		No		Disqualification of Directors under section 164 of the Companies Act, 2013																					
Sr	Title (Mr/Ms)	Name of the Director	PAN	DOB	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Under Reg. 17(5A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Term of office (in months)	No of Directorships held on date including this listed entity (Under Listing Regulations)	No of Independent Directorships held on date including this listed entity (Under Listing Regulations)	Number of membership in Audit/ Stakeholder Committee including this listed entity (Under Regulation 26(2) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held on date including this listed entity (Under Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DOB
1	Mr	VIJAY KUMAR SHARMA	AQPS2568	02/07/74	Executive Director	Not Applicable		11-07-1962	No				Active	NA		01-10-2015	01-10-2020		60.00	1	0	1	0		
2	Mr	ANIL SHARMA	CEEP5242F	02/07/74	Executive Director	Not Applicable		04-01-1968	No				Active	NA		05-11-2018			60.00	1	0	0	0		
3	Mr	KULDEEP SINGH BHALLA	ADPP6231E	07/06/84	Non-Executive - Independent Director	Not Applicable		21-08-1983	No				Active	NA		28-09-2016	01-09-2021		60.00	1	1	2	2		
4	Mr	SUNIL KUMAR	ATY99620D	08/10/81	Non-Executive - Independent Director	Not Applicable		01-11-1976	No				Active	NA		18-08-2014	01-08-2019		60.00	1	1	1	1		
5	Mr	SHABEET SINGH	AYSP6647B	08/01/86	Non-Executive - Independent Director	Not Applicable		02-06-1987	No				Active	NA		05-11-2019			60.00	1	1	2	0		
6	Ms	SHISHI KISHORANI	ACEF9K30C	08/12/80	Director	Not Applicable		11-12-1988	No				Active	NA		21-05-2022			60.00	1	1	0	0		

**Annexure 1**

**II Composition of Committees**

Disclosure of notes on composition of committee explanatory

Add/Remove

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 September 30, 2022.  
 3. Date of Cessation must be for the current quarter only, i.e. July 1, 2022 to September 30, 2022.

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be populated 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.	0754884	KULDEEP SINGH BHALLA	Non-Executive - Independent Director	Chairperson	14-11-2017		
2.	0161981	SUNIL KUMAR	Non-Executive - Independent Director	Member	07-08-2014		
3.	0860346	SARABJEET SINGH	Non-Executive - Independent Director	Member	23-05-2022		
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 populated 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.	0754884	KULDEEP SINGH BHALLA	Non-Executive - Independent Director	Chairperson	07-06-2016		
2.	0860346	SARABJEET SINGH	Non-Executive - Independent Director	Member	23-05-2022		
3.	0161981	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 populated 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.	0754884	KULDEEP SINGH BHALLA	Non-Executive - Independent Director	Chairperson	07-06-2016		
2.	0860346	SARABJEET SINGH	Non-Executive - Independent Director	Member	23-05-2022		
3.	0161974	VISHY KUMAR SHARMA	Executive Director	Member	14-11-2017		
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 populated 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.	0161974	VISHY KUMAR SHARMA	Executive Director	Chairperson	07-06-2016		
2.	0754884	KULDEEP SINGH BHALLA	Non-Executive - Independent Director	Member	07-03-2022		
3.	0161981	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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
	<a href="#">Add</a> <a href="#">Delete</a>						
1	09-11-2022			Yes	6	6	4
2	07-02-2023	89		Yes	6	6	4
3	29-03-2023	49		Yes	6	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							Add Notes			
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)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
Add Delete										
1	Audit Committee	09-11-2022				Yes	3	3	3	0
2	Audit Committee	07-02-2023	89			Yes	3	3	3	0
3	Audit Committee	29-03-2023	49			Yes	3	3	3	0
4	Nomination and remuneration committee	09-11-2022				Yes	3	3	3	0
5	Nomination and remuneration committee	07-02-2023	89			Yes	3	3	3	0
6	Stakeholders relationship Committee	09-11-2022				Yes	3	3	2	0
7	Stakeholders relationship Committee	07-02-2023	89			Yes	3	3	2	0
8	Corporate Social Responsibility Committee	07-02-2023				Yes	3	3	2	0

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\* 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			<a href="#">Add Notes</a>
Disclosure of notes of material transaction with related party			<a href="#">Add Notes</a>

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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]		<a href="#">Add Notes</a>	

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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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	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	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	<a href="#">Add Notes</a>

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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)	NA	
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)	NA	
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				<a href="#">Add Notes</a>

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## Annexure II

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

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Annexure II		
III. Affirmations		
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		<a href="#">Add Notes</a>

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

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Additional Half yearly Disclosure			
Applicability of disclosure	Not Applicable		
Reason for Non Applicability	<a href="#">Add Notes</a>		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>		<b>The Figure should be mentioned in Actual INR only</b>	
<b>(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months(taking into account any invocation)</b>
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(D) Additional Information</b>			<a href="#">Add Notes</a>
<b>II. Affirmations</b>			
<b>Affirmations</b>		<b>Compliance Status</b>	<b>Company Remarks</b>
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to			<a href="#">Add Notes</a>
Name			
Designation			
Place			
Date			

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### Signatory Details

Name of signatory	ANKUSH JINDAL
Designation of person	Company Secretary and Compliance Officer
Place	FARIDABAD
Date	18-04-2023

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