

**BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA**

**CONSENT ORDER**

On the Application No. 2756 of 2013

submitted by

**TALBROS ENGINEERING LIMITED**

(PAN : AABCT0247L)


1. Talbros Engineering Limited (hereinafter referred to as 'the applicant') having its registered office at 74-75, Sector-6, Faridabad-121006, had filed an application dated September 30, 2013 in terms of the SEBI Circular No. EFD/ED/Cir-1/2007 dated April 20, 2007 modified by the circular dated May 25, 2012, which is replaced by the SEBI (Settlement of Administrative And Civil Proceedings) Regulations, 2014 proposing to settle, through a settlement order, any anticipated proceedings for the delayed compliance of the provisions of Regulation 8(3) of the Securities and Exchange Board of India (Substantial acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as 'the Takeover Regulations').
2. The applicant has admitted that there was a delay of 46 days, 29 days and 45 days in filing the requisite annual information under Regulation 8(3) of the Takeover Regulations for the years 1998, 2000 and 2001 respectively.
3. The applicant submitted that there was 0.01% change in the shareholding of the promoters during the period of non-compliance and that the share capital of the company is less than Rs. 10 crores.
4. The representatives of the applicant had a meeting with the Internal Committee of SEBI where the terms of settlement was deliberated upon. Thereafter, the applicant vide its letter dated December 03, 2013 proposed the revised consent terms to settle any anticipated proceedings for the aforesaid delayed compliance of Regulation 8(3) of the Takeover Regulations by offering to pay a sum of Rs. 2,00,000/- (Rupees Two Lakh only) towards settlement charges.


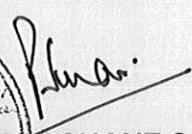
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5. The High Powered Advisory Committee (HPAC), considered the consent terms proposed by the applicant and recommended the case for settlement upon payment of Rs. 2,00,000/- (Rupees Two Lakh only) towards settlement charges. The Panel of Whole Time Members of SEBI had accepted the said recommendations of the HPAC and the same was communicated to the applicant vide e-mail dated June 06, 2013.
6. Accordingly, the applicant has, vide demand draft no. 111530 dated June 13, 2014 drawn on Axis Bank and payable at Mumbai, remitted a sum of Rs. 2,00,000/- (Rupees Two Lakh only) towards the settlement charges.
7. In view of the above, the delayed compliance of the provisions of Regulations 8(3) of the Takeover Regulations is settled according to the settlement terms mentioned above and SEBI shall not initiate any enforcement action against the applicant for the said delayed compliance.
8. This consent order is passed on this the 11<sup>th</sup> day of JULY, 2014 and shall come into force with immediate effect.

  
**RAJEEV KUMAR AGARWAL**  
WHOLE TIME MEMBER

  
  
**PRASHANT SARAN**  
WHOLE TIME MEMBER