



Talbro's Automotive  
Components Ltd.

www.talbro's.com

May 24, 2019

|                                                                                                               |                                                                                                                                                                              |
|---------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>The Bombay Stock Exchange Ltd.</b><br>Phiroze Jeejeebhoy Towers,<br>Dalal street, Fort,<br>Mumbai- 400 001 | <b>The National Stock Exchange of India Ltd.</b><br>Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1,<br>G Block, Bandra Kurla Complex,<br>Bandra (East), Mumbai- 400 051 |
|---------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Company Code: 505160/ TALBROAUTO

**Sub: Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2019 under Regulation 24A of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015**

Dear Sir/ Madam,

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Secretarial Compliance Report of the Company dated 24<sup>th</sup> May, 2019 issued by Mrs. Kiran Sharma (M. No-4942, CP No. 3116) for the financial year ended 31<sup>st</sup> March, 2019.

This is for your information and record.

Thanking you,

Yours Sincerely

For Talbro's Automotive Components Limited

Seema Narang  
Company Secretary

Encl: As above

# KIRAN SHARMA & CO.

## Company Secretaries

### SECRETARIAL COMPLIANCE REPORT of Talbro Automotive Components Limited

For the Financial Year ended March 31, 2019

I, Kiran Sharma, Practicing Company Secretary have examined:

- (a) all the documents and records made available to me and explanation provided by Talbro Automotive Components Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (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 31<sup>st</sup> March, 2019 ("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 (Regulation) 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, included:-

- 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\*;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014\*:-
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008\*;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013\*;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

(\*Not applicable because company did not carry out the activities covered by the regulations/ guidelines during the audit period.)

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



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

| S. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clauses) | Deviation                                                                                                                         | Observations/ remarks of the Practicing Company Secretary                                                                                                                                                                                                                 |
|--------|----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.     | Regulation 17(1) (requirements pertaining to the composition of Board of Directors)    | Non-compliance with the requirements pertaining to the composition of Board of Directors due to death of an Independent Director. | Listed entity was non-compliant of Regulation 17(1) Of SEBI (LODR) Regulations, 2015 for some period. However, the new Director was appointed in place of the one who passed away and now the composition of Board is in accordance with requirement of Regulation 17(1). |

- (b) The listed entity has maintained proper records under the provisions of above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity by Stock Exchanges under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| S. 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                                    | <b>Regulation 17(1)</b><br>Non-compliance with the requirements pertaining to the composition of Board of Directors | Imposed a penalty amounting Rs. 1,53,400/-                           | The listed entity paid the penalty imposed, to the Exchange and also took step to correct the composition of Board of Directors by appointing a new Independent Director. |
| 2.     | National Stock Exchange of India Limited (NSE) | <b>Regulation 17(1)</b><br>Non-compliance with the requirements pertaining to the composition of Board of Directors | Imposed a penalty amounting Rs. 1,53,400/-                           |                                                                                                                                                                           |

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



| S. No. | Observations/ remarks of the Practicing Company Secretary in previous reports | Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March, 2019                                      | Action taken by the listed entity, if any                                              | Comments of the Practicing Company Secretary on the actions taken by the listed entity                                                   |
|--------|-------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| 1.     | NA                                                                            | Listed entity was non-compliant of Regulation 17(1) of SEBI (LODR) Regulations, 2015 for some time due to death of an Independent Director. | Listed entity has paid the penalty imposed by BSE on 06-02-2019 and NSE on 13-02-2019. | Listed entity is complaint of Regulation 17(1) by appointing Mr. Ajay Kumar Vij as Independent Director of the Company w.e.f 02.01.2019. |



For Kiran Sharma & Co.,  
Company Secretaries

*Kiran*

Kiran Sharma  
Company Secretary  
M.No.: 4942  
C.P No.: 3116

Place: New Delhi  
Date: 24<sup>th</sup> May, 2019