

# KIRAN SHARMA & CO.

## Company Secretaries

### SECRETARIAL COMPLIANCE REPORT of

### Talbro Automotive Components Limited

for the Financial Year ended March 31, 2021

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, 2021 ("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 and circulars/guidelines issued thereunder;

(\*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:

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## Company Secretaries

- (a) The Listed entity has complied with the provisions of above Regulations and circulars/ guidelines issued thereunder.
- (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
NIL				

- (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, 2020	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The Company was non-compliant of Regulation 17(1) of SEBI (LODR) Regulations, 2015 pertaining to composition of the Board of Directors.	The Company 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 15 <sup>th</sup> May, 2019 and NSE on 8 <sup>th</sup> May, 2019.	Listed entity is compliant of Regulation 17(1) of SEBI (LODR) Regulations, 2015 by appointing Mr. Ajay Kumar Vij as Independent Director of the Company w.e.f 02.01.2019. The said appointment has also been approved by the members at their Annual General Meeting held on 25 <sup>th</sup> September, 2019.

Place: New Delhi  
Date: 29.05.2021



For Kiran Sharma & Co.,  
Company Secretaries

Kiran Sharma  
Company Secretary

M.No.: 4942

C.P No.: 3116

UDIN: F004942C000393264

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