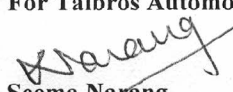


TALBROS AUTOMOTIVE COMPONENTS LIMITED
COMPLIANCE REPORT ON CORPORATE GOVERNANCE
QUARTER ENDED 31.03.2014

PARTICULARS	Clauses of Listing Agreement.	Compliance status (Yes/ No)	Remarks
I. Board of Directors	49 (I)	Yes	
(A) Composition of Board	49(1A)	Yes	The Company has 3 (Three) Executive Directors, 2 (Two) Non-Executive, Non-Independent and 5 (Five) Non Executive & Independent Directors.
(B) Non – Executive Directors' compensation & disclosures	49 (1B)	Yes	Non-Executive Directors other than Promoter Directors are paid only Sitting Fees.
(C) Other provisions as to Board & Committees	49 (1C)	Yes	During the Quarter ended 31.03.2014, 1(one) Board Meetings was held.
(D) Code of Conduct	49 (1D)	Yes	
II Audit Committee	49 (II)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	Company has an Audit Committee comprising of 5 Non Executive Directors out of which 4 are Independent, all having required accounting/finance expertise.
(B) Meeting of Audit Committee	49 (IIB)	Yes	Held on 13 th February, 2014.
(C) Power of Audit Committee	49 (IIC)	Yes	As per law
(D) Role of Audit Committee	49 (IID)	Yes	As per law
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III Subsidiary Companies	49 (III)	N.A.	None
IV. Disclosures	49 (IV)	Yes	
(A) Basis of related party transaction	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	NA	
(E) Remuneration of Directors	49 (IV E)	Yes	Requisite information forms part of disclosure in 56 th Annual Report.
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
V. CEO/CFO Certification	49 (V)	Yes	CEO/CFO Certification was placed before the Board in its Meeting held on 13 th February, 2014.
VI. Report on Corporate Governance	49 (VI)	Yes	Report on Corporate Governance is included in the 56 th Annual Report of the Company.
VII. Compliance	49 (VII)	Yes.	Compliances included in the 56 th Annual Report of the Company.

For Talbros Automotive Components Limited


Seema Narang
 Company Secretary