

KIRAN SHARMA & CO.

Company Secretaries

SECRETARIAL COMPLIANCE REPORT of Talbro Automotive Components Limited for the Financial Year ended March 31, 2022

I, Kiran Sharma, Practicing Company Secretary have examined:

- all the documents and records made available to me and explanation provided by Talbro Automotive Components Limited (“the listed entity”),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2022 (“Review Period”) in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018*;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018*;
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021*:-
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021*;
- 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:

- 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/ guidelines including specific clauses)	Deviation	Observations/ remarks of the Practicing Company Secretary
	NONE		

(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 st March, 2021	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL				

Date: 20.05.2022
Place: New Delhi



For Kiran Sharma & Co.
Company Secretaries

Kiran Sharma

Kiran Sharma

M. No.: 4942

C.P No.: 3116

UDIN: F004942D000355424