

**TALBROS AUTOMOTIVE COMPONENTS LIMITED**  
**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**  
**QUARTER ENDED 30.09.2012**

PARTICULARS	Clauses of Listing Agreement.	Compliance status (Yes/ No)	Remarks
<b>I. Board of Directors</b>	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 (IC)	Yes	During the Quarter ended 30.09.2012, 1(one) Board Meeting was held.
(D) Code of Conduct	49 (ID)	Yes	
<b>II Audit Committee</b>	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 14 <sup>th</sup> August, 2012.
(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	
<b>III Subsidiary Companies</b>	49 (III)	N.A.	None
<b>IV. Disclosures</b>	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 55th Annual Report.
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	CEO/CFO Certification was placed before the Board in its Meeting held on 14 <sup>th</sup> August, 2012.
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Report on Corporate Governance included in the 55th Annual Report of the Company.
<b>VII. Compliance</b>	49 (VII)	Yes.	Compliances included in the 55th Annual Report of the Company.

