

General information about company

Scrip code	505160
NSE Symbol	TALBROAUTO
MSEI Symbol	NOTLISTED
ISIN	INE187D01029
Name of the entity	TALBROS AUTOMOTIVE COMPONENTS LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I**Annexure I to be submitted by listed entity on quarterly basis****I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							Yes	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Naresh Talwar	AADPT7190B	00059155	Non-Executive - Non Independent Director	Chairperson		10-12-1940
2	Mr	Umesh Talwar	AACPT8093J	00059271	Executive Director	Not Applicable	MD	29-09-1950
3	Mr	Varun Talwar	AAZPT6900F	00263984	Non-Executive - Non Independent Director	Not Applicable		20-06-1969
4	Mr	Vidur Talwar	AADPT2269H	00114643	Non-Executive - Non Independent Director	Not Applicable		30-06-1971
5	Mr	Anuj Talwar	ABXPT3558N	00628063	Executive Director	Not Applicable		19-12-1980
6	Mr	Navin Juneja	AAEPJ6641G	00094520	Non-Executive - Non Independent Director	Not Applicable		30-09-1957
7	Mr	Anil Kumar Mehra	AJFPM5817K	00004654	Non-Executive - Independent Director	Not Applicable		05-09-1944
8	Mr	Amit Burman	AAAPB4012D	00042050	Non-Executive - Independent Director	Not Applicable		16-07-1969
9	Mrs	Priyanka Gulati	AJLPG4764B	07087707	Non-Executive - Independent Director	Not Applicable		17-12-1977
10	Mr	Ajay Kumar Vij	AADPV9625R	00164984	Non-Executive - Independent Director	Not Applicable		28-09-1960
11	Mr	Deepak Jain	AAEPJ1525D	00004972	Non-Executive - Independent Director	Not Applicable		06-04-1975
12	Mr	Tarun Singhal	AJVPS0648G	07056960	Non-Executive - Independent Director	Not Applicable		21-08-1957

I. Composition of Board of Directors**Disqualification of Directors under section 164 of the Companies Act, 2013**

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active
11	No				Active
12	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Yes	30-03-2019	15-07-2001				1	0	0	0			
2	NA		18-04-2000				1	0	0	0			
3	NA		14-08-2008				1	0	0	0			
4	NA		12-02-2015				1	0	0	0			
5	NA		14-08-2012				1	0	1	0			
6	NA		12-11-2010				1	0	2	1			
7	Yes	30-03-2019	31-01-2004	12-09-2019		115	1	1	1	1			
8	NA		25-06-2008	12-09-2019		115	2	1	2	0			
9	NA		25-05-2018	25-09-2018		66	1	1	1	0			
10	NA		02-01-2019	25-09-2019		54	1	1	0	0			
11	NA		29-12-2021	26-09-2022		27	4	2	3	1			
12	NA		18-06-2020	25-09-2020		45	1	1	1	0			

Text Block

Textual Information(1)

1. Mr. Naresh Talwar is Promoter of the Company.
2. Mr. Umesh Talwar holds the designation of Vice Chairman & Managing Director.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00004654	Anil Kumar Mehra	Non-Executive - Independent Director	Chairperson	19-01-2005		
2	00042050	Amit Burman	Non-Executive - Independent Director	Member	30-07-2008		
3	00094520	Navin Juneja	Non-Executive - Non Independent Director	Member	08-11-2021		
4	07087707	Priyanka Gulati	Non-Executive - Independent Director	Member	13-11-2018		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00004654	Anil Kumar Mehra	Non-Executive - Independent Director	Chairperson	19-01-2005		
2	00164984	Ajay Kumar Vij	Non-Executive - Independent Director	Member	08-11-2021		
3	07056960	Tarun Singhal	Non-Executive - Independent Director	Member	08-11-2021		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00094520	Navin Juneja	Non-Executive - Non Independent Director	Chairperson	13-08-2019		
2	00628063	Anuj Talwar	Executive Director	Member	08-11-2021		
3	07056960	Tarun Singhal	Non-Executive - Independent Director	Member	08-11-2021		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00059271	Umesh Talwar	Executive Director	Chairperson	02-04-2014		
2	00042050	Amit Burman	Non-Executive - Independent Director	Member	02-04-2014		
3	00094520	Navin Juneja	Non-Executive - Non Independent Director	Member	02-04-2014		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	08-11-2023				Yes	12	12	6
2	22-12-2023		43		Yes	12	9	4
3		07-02-2024	46		Yes	12	11	5

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	08-11-2023				Yes	4	4	2	0
2	Audit Committee	07-02-2024	90			Yes	4	3	2	0
3	Stakeholders Relationship Committee	08-11-2023				Yes	3	3	1	0
4	Corporate Social Responsibility Committee	07-11-2023				Yes	3	3	1	0
5	Corporate Social Responsibility Committee	06-02-2024	90			Yes	3	2	0	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Seema Narang
2	Designation	Company Secretary and Compliance Officer

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.talbro.com/about-us
2	Terms and conditions of appointment of independent directors	Yes		https://storage.unitedwebnetwork.com/files/874/293b1ce40af22678d43144cfbb73a127.pdf
3	Composition of various committees of board of directors	Yes		https://www.talbro.com/board-of-directors-committees
4	Code of conduct of board of directors and senior management personnel	Yes		https://storage.unitedwebnetwork.com/files/874/383c73924d939dca9358ab8fd0d26ed0.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://storage.unitedwebnetwork.com/files/874/3b729c4f92c92ccede19aebc1e62fd49.pdf
6	Criteria of making payments to non-executive directors	Yes		https://storage.unitedwebnetwork.com/files/874/f06e28313a4464ac0b79bd226e54d5b9.pdf
7	Policy on dealing with related party transactions	Yes		https://storage.unitedwebnetwork.com/files/874/23dc69c0ff6401db0594d2d6802d2183.pdf
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.talbro.com/familiarization-programme-of-independent-directors
10	Email address for grievance redressal and other relevant details	Yes		https://storage.unitedwebnetwork.com/files/874/5b43ba6cf690d823f9102dd993a1fce2.pdf
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://storage.unitedwebnetwork.com/files/874/243bca53089bb60dedcc8cfda6e2819e.pdf

12	Financial results	Yes		https://www.talbros.com/financial-result-qaater-wise
13	Shareholding pattern	Yes		https://www.talbros.com/shareholding-pattern-qaater-wise
14	Details of agreements entered into with the media companies and/or their associates	NA		

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.talbro.com/earnings-call
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://www.talbro.com/earnings-call
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.talbro.com/newspaper-publications
18	Credit rating or revision in credit rating obtained	Yes		https://www.talbro.com/corporate-announcements-update
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		https://www.talbro.com/annual-secretarial-compliance-report
21	Materiality Policy as per Regulation 30 (4)	Yes		https://storage.unitedwebnetwork.com/files/874/d5827c169f0ec1f9597d9cfb42e44c91.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://storage.unitedwebnetwork.com/files/874/5b43ba6cf690d823f9102dd993a1fce2.pdf
23	Disclosures under regulation 30(8)	Yes		https://www.talbro.com/corporate-announcements-update
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://storage.unitedwebnetwork.com/files/874/58e1bb4342d44fe5101392a61116772.pdf

26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.talbros.com/annual-report-year-wise-quarter
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://storage.unitedwebnetwork.com/files/874/4b644565f17f2224353cfa491d1687b6.html
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.talbros.com/

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	NA	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	NA	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	SEEMA NARANG
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

Annexure II		
1	Name of signatory	SEEMA NARANG
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes	Textual Information(3)	
Name	MANISH KHANNA		
Designation	CFO		
Place	FARIDABAD		
Date	12-04-2024		

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details

Name of signatory	Seema Narang
Designation of person	Company Secretary and Compliance Officer
Place	Faridabad
Date	12-04-2024

