

Compliance Report on Corporate Governance as on 30.09.2019

1. Name of Listed Entity : Talbros Automotive Components Limited

2. Quarter ending : 30th September, 2019

I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive/ Non Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re- appointment	Date of Cessation	Tenure	Date of Birth	No of Directors hip in listed entities including this listed entity [in reference to Regulati on 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	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 Regulation)
Mr.	Naresh Talwar	AADPT7190B 00059155	Chairman/ Non- Executive	15.07.2001		-	-	10.12.1940	1	-	-	-
Mr.	Umesh Talwar	AACPT8093J 00059271	Executive	18.04.2000		-	-	29.09.1950	1	-	-	-
Mr.	Varun Talwar	AAZPT6900F 00263984	Non- Executive	14.08.2008		-	-	20.06.1969	1	-	-	-
Mr.	Vidur Talwar	AADPT2269H 00114643	Non- Executive	12.02.2015		-	-	30.06.1971	1	-	1	-
Mr.	Anuj Talwar	ABXPT3558N 00628063	Executive	14.08.2012		-	-	19.12.1980	1	-	1	-



Mr.	Navin Juneja	AAEPJ6641G 00094520	Non-Executive	12.11.2010		-	-	30.09.1957	1	-	-	1
Mr.	Anil Kumar Mehra	AJFPM5817K 00004654	Independent	31.01.2004	12.09.2014	-	60 months	05.09.1944	1	1	2	-
Mr.	V. Mohan	AAIPM2345L 00071517	Independent	31.01.2004	12.09.2014	-	60 months	06.05.1951	2	2	3	1
Mr.	Amit Burman	AAAPB4012D 00042050	Independent	25.06.2008	12.09.2014	-	60 months	16.07.1969	3	2	3	-
Mr.	Rajeev Ranjan Vederah	AAAPV2569D 00012252	Independent	13.02.2013	12.09.2014	-	60 months	30.08.1949	2	1	-	-
Mrs.	Priyanka Gulati	AJLPG4764B 07087707	Independent	25.05.2018	25.09.2018	-	12 months	17.12.1977	1	1	1	-
Mr.	Ajay Kumar Vij	AADPV9625R 00164984	Independent	02.01.2019	25.09.2019	-	9 months	28.09.1960	1	1	-	-



II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. V. Mohan	Chairman, Independent	12.09.2014	-
		Mr. A. K. Mehra	Independent	12.09.2014	-
		Mr. Amit Burman	Independent	12.09.2014	-
		Mr. Vidur Talwar	Non- Executive, Non- Independent	12.09.2014	-
		Mr. Anuj Talwar	Executive	12.09.2014	-
		Mrs. Priyanka Gulati	Independent	13.11.2018	-
2. Nomination & Remuneration Committee	Yes	Mr. A. K. Mehra	Chairman, Independent	12.09.2014	-
		Mr. V. Mohan	Independent	12.09.2014	-
		Mr. Amit Burman	Independent	12.09.2014	-
3. Risk Management Committee (if applicable)	N.A.				
4. Stakeholders Relationship Committee	Yes	Mr. Naresh Talwar	Non-Executive - Non Independent Director, Chairperson	15.07.2001	13.08.2019
		Mr. Navin Juneja	Chairman, Non-Executive, Non-Independent	13.08.2019	-
		Mr. A. K. Mehra	Independent	12.09.2014	-
		Mr. V. Mohan	Independent	12.09.2014	-
5. Corporate Social Responsibility Committee	Yes	Mr. Umesh Talwar	Chairman, Executive	18.04.2000	-
		Mr. Amit Burman	Independent	12.09.2014	-
		Mr. Navin Juneja	Non- Executive, Non- Independent	12.11.2010	-

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
29 th May, 2019	13 th August, 2019	Yes	12	6	75 Days (29 th May, 2019- 13 th August, 2019)



IV. Meeting of Committees (Audit Committee)					
Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
13 th August, 2019	Yes	6	4	29 th May, 2019	75 Days (29 th May, 2019- 13 th August, 2019)

V. Related Party Transactions	
Subject	Compliance status (Yes/ No/ NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 companies) - **Not Applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. 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.
5. The report submitted in the previous quarter was placed before Board of Directors in its meeting held on 13th August, 2019.

For Talbros Automotive Components Limited

Seema Narang
Company Secretary



Annexure-I

Format to be submitted by listed entity at the end of 6 months after end of financial year along with second quarter report of next financial year

I Affirmations		
Broad Heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No*
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Notes:

* In the absence of Mr. A.K.Mehra, Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting, Mr. V.Mohan, member of the Nomination and Remuneration Committee had been authorized to attend the meeting on behalf of Mr. A.K.Mehra, Chairperson of the Nomination and Remuneration Committee to answer the related queries of the shareholders, if any.

For Talbros Automotive Components Limited


Seema Narang
Company Secretary

