

Compliance Report on Corporate Governance as on 31.03.2020

1. Name of Listed Entity : Talbros Automotive Components Limited

2. Quarter ending : 31st March, 2020

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 in current term	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	12.09.2019	-	7 months	05.09.1944	1	1	2	-
Mr.	V. Mohan	AAIPM2345L 00071517	Independent	31.01.2004	12.09.2019	-	7 months	06.05.1951	2	2	2	2
Mr.	Amit Burman	AAAPB4012D 00042050	Independent	25.06.2008	12.09.2019	-	7 months	16.07.1969	2	1	2	-
Mr.	Rajeev Ranjan Vederah	AAAPV2569D 00012252	Independent	13.02.2013	12.09.2019	-	7 months	30.08.1949	2	2	-	2
Mrs.	Priyanka Gulati	AJLPG4764B 07087707	Independent	25.05.2018	25.09.2018	-	18 months	17.12.1977	1	1	1	-
Mr.	Ajay Kumar Vij	AADPV9625R 00164984	Independent	02.01.2019	25.09.2019	-	6 months	28.09.1960	1	1	-	-
Whether Regular Chairperson appointed										Yes		
Whether Chairperson is related to Managing Director or CEO										Yes		



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	19.01.2005	-
		Mr. A. K. Mehra	Independent	19.01.2005	-
		Mr. Amit Burman	Independent	30.07.2008	-
		Mr. Vidur Talwar	Non- Executive, Non- Independent	12.12.2015	-
		Mr. Anuj Talwar	Executive	12.12.2015	-
		Mrs. Priyanka Gulati	Independent	13.11.2018	-
2. Nomination & Remuneration Committee	Yes	Mr. A. K. Mehra	Chairman, Independent	19.01.2005	-
		Mr. V. Mohan	Independent	19.01.2005	-
		Mr. Amit Burman	Independent	06.10.2014	-
3. Risk Management Committee (if applicable)		N.A.			
4. Stakeholders Relationship Committee	Yes	Mr. Navin Juneja	Chairman, Non-Executive, Non-Independent	13.08.2019	-
		Mr. A. K. Mehra	Independent	19.01.2005	-
		Mr. V. Mohan	Independent	19.01.2005	-
5. Corporate Social Responsibility Committee	Yes	Mr. Umesh Talwar	Chairman, Executive	02.04.2014	-
		Mr. Amit Burman	Independent	02.04.2014	-
		Mr. Navin Juneja	Non- Executive, Non- Independent	02.04.2014	-

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)
14 th November, 2019	13 th February, 2020	Yes	11	6	90 Days (14 th November, 2019 – 13 th February, 2020)



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 February, 2020	Yes	6	4	14 th November, 2019	90 Days (14 th November, 2019 – 13 th February, 2020)

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 500 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 February, 2020.

For Talbros Automotive Components Limited


Seema Narang
 Company Secretary



ANNEX II

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

For Financial Year 2019-20

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	YES	www.talbro.com
b) Terms and conditions of appointment of independent directors	YES	www.talbro.com
c) Composition of various committees of board of directors	YES	www.talbro.com
d) Code of conduct of board of directors and senior management personnel	YES	www.talbro.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	YES	www.talbro.com
f) Criteria of making payments to non-executive directors	YES	www.talbro.com
g) Policy on dealing with related party transactions	YES	www.talbro.com
h) Policy for determining 'material' subsidiaries	NA	-
i) Details of familiarization programmes imparted to independent directors	YES	www.talbro.com
j) Email address for grievance redressal and other relevant details	YES	www.talbro.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	www.talbro.com
l) Financial results	YES	www.talbro.com
m) Shareholding pattern	YES	www.talbro.com
n) Details of agreements entered into with the media companies and/or their associates	NA	-
o) 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	www.talbro.com
p) New name and the old name of the listed entity	NA	-
q) Advertisements as per regulation 47 (1)	YES	www.talbro.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	YES	www.talbro.com
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	-
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	YES	www.talbro.com
b) Materiality Policy as per Regulation 30	YES	www.talbro.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	-
<i>It is certified that these contents on the website of the Company are correct.</i>		



II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) <i>refer note below</i>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1), 17(1A) & 17(1B)	YES
Meeting of board of directors	17(2)	YES
Quorum of board meeting	17(2A)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Recommendation of board	17(11)	YES
Maximum number of directorship	17A	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of Nomination & Remuneration Committee	19(1) & (2)	YES
Quorum of Nomination and Remuneration Committee Meeting	19(2A)	YES
Meeting of Nomination & Remuneration Committee	19(3A)	YES
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	YES
Meeting of Stakeholder Relationship Committee	20 (3A)	YES
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
Approval for material related party transactions	23(4)	YES
Disclosure of related party transactions on consolidated basis	23(9)	YES
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	YES
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Declaration from Independent Director	25(8) & (9)	YES
Directors and Officers insurance	25(10)	YES
Memberships in Committees	26(1)	YES



Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non- Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

For Talbros Automotive Components Limited

Seema Narang
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Company Secretary

