

## Compliance Report on Corporate Governance as on 31.03.2018

**1. Name of Listed Entity : Talbros Automotive Components Limited**

**2. Quarter ending : 31<sup>st</sup> March, 2018**

### I. Composition of Board of Directors

Title (Mr./ Ms)	Name of the Director	PAN & DIN	Category (Chairperson / Executive/ Non Executive/ Independent/ Nominee)	Date of Appointment in the current term	Date of Cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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)
Mr.	Naresh Talwar	AADPT7190B00059155	Chairman/ Non-Executive	15.07.2001	-	-	1	-	1
Mr.	Umesh Talwar	AACPT8093J00059271	Executive	18.04.2000	-	-	1	-	-
Mr.	Varun Talwar	AAZPT6900F00263984	Non-Executive	14.08.2008	-	-	1	-	-
Mr.	Vidur Talwar	AADPT2269H00114643	Non-Executive	12.02.2015	-	-	1	1	-
Mr.	Anuj Talwar	ABXPT3558N00628063	Executive	14.08.2012	-	-	1	1	-
Mr.	Navin Juneja	AAEPJ6641G00094520	Non-Executive	12.11.2010	-	-	1	-	-
Mr.	Anil Kumar Mehra	AJFPM5817K00004654	Independent	12.09.2014	-	42 months	1	2	-
Mr.	Rajive Sawhney	AFZPS5965C00071612	Independent	12.09.2014	-	42 months	1	2	-
Mr.	V. Mohan	AAIPM2345L00071517	Independent	12.09.2014	-	42 months	2	1	1
Mr.	Amit Burman	AAAPB4012D00042050	Independent	12.09.2014	-	42 months	3	3	-
Mr.	Rajeev Ranjan Vederah	AAAPV2569D00012252	Independent	12.09.2014	-	42 months	2	-	-



<b>II. Composition of Committees</b>		
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)</b>
<b>1. Audit Committee</b>	Mr. V. Mohan	Chairman
	Mr. A. K. Mehra	Independent
	Mr. Rajive Sawhney	Independent
	Mr. Amit Burman	Independent
	Mr. Vidur Talwar	Non- Executive
	Mr. Anuj Talwar	Executive
<b>2. Nomination &amp; Remuneration Committee</b>	Mr. A. K. Mehra	Chairman
	Mr. V. Mohan	Independent
	Mr. Rajive Sawhney	Independent
	Mr. Amit Burman	Independent
<b>3. Risk Management Committee (if applicable)</b>	N.A.	
<b>4. Stakeholders Relationship Committee'</b>	Mr. Naresh Talwar	Chairman
	Mr. A. K. Mehra	Independent
	Mr. Rajive Sawhney	Independent
	Mr. V. Mohan	Independent

<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
21 <sup>st</sup> November, 2017	14 <sup>th</sup> February, 2018	84 Days (21 <sup>st</sup> November, 2017-14 <sup>th</sup> February, 2018)

<b>IV. Meeting of Committees (Audit Committee)</b>			
<b>Date(s) of Meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
14 <sup>th</sup> February, 2018	Yes Four members present	21 <sup>st</sup> November, 2017	84 Days (21 <sup>st</sup> November, 2017-14 <sup>th</sup> February, 2018)

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/ No/ NA)</b>
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	NA



## 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 14<sup>th</sup> February, 2018. Board of Directors noted that the vacancy caused by resignation of woman Director is yet to be filled up.

For Talbros Automotive Components Limited

  
Seema Narang  
Company Secretary



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

**For Financial Year 2017-18**

<b>I. Disclosure on website in terms of Listing Regulations</b>	<b>Compliance status (Yes/No/NA)</b>
<i>Item</i>	
Details of business	YES
Terms and conditions of appointment of independent directors	YES
Composition of various committees of board of directors	YES
Code of conduct of board of directors and senior management personnel	YES
Details of establishment of vigil mechanism/ Whistle Blower policy	YES
Criteria of making payments to non-executive directors	YES*
Policy on dealing with related party transactions	YES
Policy for determining 'material' subsidiaries	N.A.
Details of familiarization programmes imparted to independent directors	YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES
Email address for grievance redressal and other relevant details	YES
Financial results	YES
Shareholding pattern	YES
Details of agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the listed entity	N.A.

\*The same has been disclosed in the Annual Report

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
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)	YES**
Meeting of Board of directors	17(2)	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
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of nomination & remuneration committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	N.A.

\*\* There has been a vacancy for Woman Director after resignation of Ms. Pallavi Sadanand Poojari. The Company is in the course of finalizing a suitable woman Director.



Approval for material related party transactions	23(4)	YES
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	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 Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. -----N.A-----

For Talbros Automotive Components Limited

  
Seema Narang  
Company Secretary

