

## Compliance Report on Corporate Governance as on 30.09.2015

**Name of the Company: Talbros Automotive Components Limited**

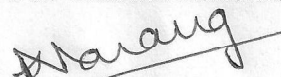
**Quarter ending on: September 30, 2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)	Yes	
(A) Composition of Board	49(IIA)	Yes	The Company has 3 (Three) Executive Directors, 3 (Three) Non-Executive, Non-Independent and 6 (Six) Independent Directors (including one woman Director)
(B) Independent Directors.	49(IIB)	Yes	The Company has 6 independent directors which meet the criteria of independence as per clause 49 (IIB)
(C) Non-executive Directors' compensation & disclosures	49(IIC)	Yes	Non-Executive Directors other than Promoter Directors are paid only Sitting Fees for attending Board/ Committee meetings.
(D) Other provisions as to Board and Committees	49(IID)	Yes	During the Quarter ended 30.09.2015, 1 (one) Board Meeting was held on 12 <sup>th</sup> August, 2015.
(E) Code of Conduct	49(IIE)	Yes	
(F) Whistle Blower Policy	49(IIF)	Yes	
<b>III. Audit Committee</b>	49(III)	Yes	
(A) Qualified & Independent Audit Committee	49(IIIA)	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(IIIB)	Yes	Held on 12 <sup>th</sup> August, 2015.
(C) Powers of Audit Committee	49(IIIC)	Yes	As per law
(D) Role of Audit Committee	49(IID)	Yes	As per law
(E) Review of Information by Audit Committee	49(IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	
<b>V. Subsidiary Companies</b>	49(V)	N.A	None
<b>VI. Risk Management</b>	49(VI)	Yes	
<b>VII. Related Party Transactions</b>	49(VII)	Yes	
<b>VIII. Disclosures</b>	49(VIII)	Yes	



Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
(A) Related party transactions	49(VIIIA)	Yes	Requisite information forms part of disclosure in 58 <sup>th</sup> Annual Report. Policy on dealing with Related Party Transactions is posted on the website of the Company.
(B) Disclosure of Accounting Treatment	49(VIIIB)	Yes	-----do-----
(C) Remuneration of Directors	49(VIIIC)	Yes	-----do-----
(D) Management	49(VIIID)	Yes	-----do-----
(E) Shareholders	49(VIIIE)	Yes	-----do-----
(F) Disclosure of resignation of directors	49(VIIIF)	N.A	Relevant clause deleted as per CIR/CFD/PolicyCell/7/2014 dated 15 <sup>th</sup> September, 2014.
(G) Disclosure of formal letter of appointment	49(VIIIG)	N.A	-----do-----
(H) Disclosures in the Annual report	49(VIIIH)	N.A	-----do-----
(I) Proceeds from public issues, rights issue, preferential issues, etc.	49(VIII I)	N.A	
<b>IX. CEO/CFO Certification</b>	49(IX)	Yes	CEO/ CFO Certification was placed before the Board in its Meeting held on 22 <sup>nd</sup> May, 2015.
<b>X. Report on Corporate Governance</b>	49(X)	Yes	Report on Corporate Governance is included in the 58 <sup>th</sup> Annual Report of the Company.
<b>XI. Compliance</b>	49(XI)	Yes	Compliances included in the 58 <sup>th</sup> Annual Report of the Company.

For Talbros Automotive Components Limited

  
**Seema Narang**  
 Company Secretary