

## Compliance Report on Corporate Governance as on 30.09.2016

1. Name of Listed Entity : Talbros Automotive Components Limited

2. Quarter ending : 30<sup>th</sup> September, 2016

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/ 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 Jumeja	AAEPK6641G00094520	Non- Executive	10.11.2010	-	1	-	-
Mr.	Anil Kumar Mehra	AJFPM5817K00004654	Independent	12.09.2014	24 months	1	2	-
Mr.	Rajive Sawhney	AFZPS5965C00071612	Independent	12.09.2014	24 months	1	2	-
Mr.	V. Mohan	AAIPM2345L00071517	Independent	12.09.2014	24 months	2	1	1
Mr.	Amit Burman	AAAPB4012D00042050	Independent	12.09.2014	24 months	3	3	-
Mr.	Rajeev Ranjan Vederah	AAAPV2569D00012252	Independent	12.09.2014	24 months	2	-	-
Mrs.	Pallavi Sadanand Poojari	ALIPP2032Q07095137	Independent	25.09.2015	12 Months	1	-	-



<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> May, 2016 15 <sup>th</sup> June, 2016	10 <sup>th</sup> August, 2016	55 Days (15 <sup>th</sup> June, 2016- 10 <sup>th</sup> August, 2016)

<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>
10 <sup>th</sup> August, 2016	Yes All members present	21 <sup>st</sup> May, 2016 15 <sup>th</sup> June, 2016	55 Days (15 <sup>th</sup> June, 2016- 10 <sup>th</sup> August, 2016)


<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 10<sup>th</sup> August, 2016. There were no comments/observations/advice of Board of Directors.

For Talbros Automotive Components Limited

  
Seema Narang  
Company Secretary



**ANNEXURE III**

**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**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/ No/ NA)</b>
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
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		

**For Talbros Automotive Components Limited**

*Seema Narang*

**Seema Narang  
Company Secretary**