

## Compliance Report on Corporate Governance as on 30.09.2020

1. Name of Listed Entity : Talbros Automotive Components Limited

2. Quarter ending : 30<sup>th</sup> September, 2020

### I. Composition of Board of Directors

| Title<br>(Mr./<br>Ms.) | Name of<br>the<br>Director | PAN & DIN              | Category<br>(Chairperson<br>/ Executive/<br>Non<br>Executive/<br>Independent/<br>Nominee) | Initial Date of<br>Appointment | Date of Re-<br>appointment | Date of<br>Cessation | Tenure | Date of<br>Birth | No of<br>Directors<br>hip in<br>listed<br>entities<br>including<br>this listed<br>entity<br><br>[in<br>reference<br>to<br>Regulati<br>on<br>17A(1)] | No of<br>Independent<br>Directorship<br>in listed<br>entities<br>including<br>this listed<br>entity<br><br>[in reference<br>to proviso to<br>regulation<br>17A(1)] | Number of<br>memberships<br>in Audit/<br>Stakeholder<br>Committee<br>(s) including<br>this listed<br>entity<br><br>(Refer<br>Regulation<br>26(1) of<br>Listing<br>Regulations) | No of post<br>of<br>Chairperson<br>in Audit/<br>Stakeholder<br>Committee<br>held in listed<br>entities<br>including<br>this listed<br>entity<br><br>(Refer<br>Regulation<br>26(1) of<br>Listing<br>Regulation) |
|------------------------|----------------------------|------------------------|---|--------------------------------|----------------------------|----------------------|--------|------------------|---|--|--|--|
| Mr.                    | Naresh<br>Talwar           | AADPT7190B<br>00059155 | Chairman/<br>Non-<br>Executive  | 15.07.2001                     |                            | -                    | -      | 10.12.1940       | 1   | -  | -  | -  |
| Mr.                    | Umesh<br>Talwar            | AACPT8093J<br>00059271 | Executive   | 18.04.2000                     |                            | -                    | -      | 29.09.1950       | 1   | -  | -  | -  |
| Mr.                    | Varun<br>Talwar            | AAZPT6900F<br>00263984 | Non-<br>Executive   | 14.08.2008                     |                            | -                    | -      | 20.06.1969       | 1   | -  | -  | -  |
| Mr.                    | Vidur<br>Talwar            | AADPT2269H<br>00114643 | Non-<br>Executive   | 12.02.2015                     |                            | -                    | -      | 30.06.1971       | 1   | -  | 1  | -  |
| Mr.                    | Anuj<br>Talwar             | ABXPT3558N<br>00628063 | Executive   | 14.08.2012                     |                            | -                    | -      | 19.12.1980       | 1   | -  | 1  | -  |



|      |                  |                        |               |            |            |   |           |            |   |   |   |   |
|------|------------------|------------------------|---------------|------------|------------|---|-----------|------------|---|---|---|---|
| Mr.  | Navin Juneja     | AAEPJ6641G<br>00094520 | Non-Executive | 12.11.2010 |            | - | -         | 30.09.1957 | 1 | - | - | 1 |
| Mr.  | Anil Kumar Mehra | AJFPM5817K<br>00004654 | Independent   | 31.01.2004 | 12.09.2019 | - | 13 months | 05.09.1944 | 1 | 1 | 2 | - |
| Mr.  | V. Mohan         | AAIPM2345L<br>00071517 | Independent   | 31.01.2004 | 12.09.2019 | - | 13 months | 06.05.1951 | 2 | 2 | 2 | 2 |
| Mr.  | Amit Burman      | AAAPB4012D<br>00042050 | Independent   | 25.06.2008 | 12.09.2019 | - | 13 months | 16.07.1969 | 2 | 1 | 2 | - |
| Mrs. | Priyanka Gulati  | AJLPG4764B<br>07087707 | Independent   | 25.05.2018 | 25.09.2018 | - | 24 months | 17.12.1977 | 1 | 1 | 1 | - |
| Mr.  | Ajay Kumar Viji  | AADPV9625R<br>00164984 | Independent   | 02.01.2019 | 25.09.2019 | - | 12 months | 28.09.1960 | 1 | 1 | - | - |
| Mr.  | Tarun Singhal    | AJVPS0648G<br>07056960 | Independent   | 18.06.2020 | 25.09.2020 | - | 3 months  | 21.08.1957 | 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  | 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      |                                       | 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)          |
| 29 <sup>th</sup> June, 2020                         | 28 <sup>th</sup> August, 2020                       | Yes                                | 12                           | 6  | 59 Days (29 <sup>th</sup> June, 2020- 28 <sup>th</sup> August, 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   |
| 28 <sup>th</sup> August, 2020                               | Yes   | 6                            | 4  | 29 <sup>th</sup> June, 2020                                 | 59 Days (29 <sup>th</sup> June, 2020- 28 <sup>th</sup> August, 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 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 28<sup>th</sup> August, 2020.

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**

| <b>I Affirmations</b>  |                                      |  |
|--|--------------------------------------|--|
| <b>Broad Heading</b>   | <b>Regulation Number</b>             | <b>Compliance status<br/>(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                                      |

**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**

