

Compliance Report on Corporate Governance as on 30.06.2018

1. Name of Listed Entity : Talbros Automotive Components Limited
2. Quarter ending : 30th June, 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/ 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 | 45 months | 1 | 2 | - |
| Mr. | Rajive Sawhney | AFZPS5965C00071612 | Independent | 12.09.2014 | 45 months | 1 | 2 | - |
| Mr. | V. Mohan | AAIPM2345L00071517 | Independent | 12.09.2014 | 45 months | 2 | 1 | 1 |
| Mr. | Amit Burman | AAAPB4012D00042050 | Independent | 12.09.2014 | 45 months | 3 | 3 | - |
| Mr. | Rajeev Ranjan Vederah | AAAPV2569D00012252 | Independent | 12.09.2014 | 45 months | 2 | - | - |
| Mrs. | Priyanka Gulati | AJLPG4764B07087707 | Independent | 25.05.2018 | 1 Month | 1 | - | - |



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

| 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 | Maximum gap between any two consecutive (in number of days) |
| 30 th April, 2018 25 th May, 2018 | 14 th February, 2018 | 74 Days (14 th February, 2018- 30 th April, 2018) 24 Days (30 th April, 2018 - 25 th May, 2018) |

| IV. Meeting of Committees (Audit Committee) | | | |
|--|--|--|---|
| Date(s) of Meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
| 25 th May, 2018 | Yes (All members present except one) | 14 th February, 2018 | 99 Days (14 th February, 2018- 25 th May, 2018) |

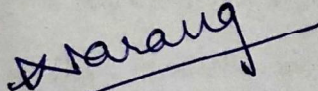
| V. Related Party Transactions | |
|--|--|
| Subject | Compliance status (Yes/ No/ NA) |
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | Yes |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | 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 25th May, 2018. There were no comments/observations/ advice of Board of Directors.

For Talbros Automotive Components Limited


Seema Narang
Company Secretary

