

Compliance Report on Corporate Governance as on 30.09.2021

1. Name of Listed Entity: Talbros Automotive Components Limited

2. Quarter ending : 30th September, 2021

I. Composition of Board of Directors												
Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment in current term	Date of Cessation	Tenure	Date of Birth	No of Directors hip in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	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 Regulation)
Mr.	Naresh Talwar	AADPT7190B 00059155	Chairman/ Non- Executive, Non-Independent	15.07.2001		-	-	10.12.1940	1	-	-	-
Mr.	Umesh Talwar	AACPT8093J 00059271	Executive, Non- Independent	18.04.2000		-	-	29.09.1950	1	-	-	-
Mr.	Varun Talwar	AAZPT6900F 00263984	Non- Executive, Non- Independent	14.08.2008		-	-	20.06.1969	1	-	-	-
Mr.	Vidur Talwar	AADPT2269H 00114643	Non- Executive, Non - Independent	12.02.2015		-	-	30.06.1971	1	-	1	-
Mr.	Anuj Talwar	ABXPT3558N 00628063	Executive, Non- Independent	14.08.2012		-	-	19.12.1980	1	-	1	-



Mr.	Navin Juneja	AAEPJ6641G 00094520	Non- Executive, Non - Independent	12.11.2010		-	-	30.09.1957	1	-	-	1
Mr.	Anil Kumar Mehra	AJFPM5817K 00004654	Non- Executive, Independent	31.01.2004	12.09.2019	-	25 months	05.09.1944	1	1	2	-
Mr.	V. Mohan	AAIPM2345L 00071517	Non- Executive, Independent	31.01.2004	12.09.2019	-	25 months	06.05.1951	2	2	2	2
Mr.	Amit Burman	AAAPB4012D 00042050	Non- Executive, Independent	25.06.2008	12.09.2019	-	25 months	16.07.1969	2	1	2	-
Mrs.	Priyanka Gulati	AJLPG4764B 07087707	Non- Executive, Independent	25.05.2018	25.09.2018	-	36 months	17.12.1977	1	1	1	-
Mr.	Ajay Kumar Vij	AADPV9625R 00164984	Non- Executive, Independent	02.01.2019	25.09.2019	-	24 months	28.09.1960	1	1	-	-
Mr.	Tarun Singhal	AJVPS0648G 07056960	Non- Executive, Independent	18.06.2020	25.09.2020	-	15 months	21.08.1957	1	1	-	-
Whether Regular Chairperson appointed											Yes	
Whether Chairperson is related to Managing Director or CEO											Yes	



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, Non- Executive, Independent	19.01.2005	-
		Mr. A. K. Mehra	Member, Non- Executive, Independent	19.01.2005	-
		Mr. Amit Burman	Member, Non- Executive, Independent	30.07.2008	-
		Mr. Vidur Talwar	Member, Non- Executive, Non- Independent	12.12.2015	-
		Mr. Anuj Talwar	Member, Executive, Non-Independent	12.12.2015	-
		Mrs. Priyanka Gulati	Member, Non- Executive, Independent	13.11.2018	-
2. Nomination & Remuneration Committee	Yes	Mr. A. K. Mehra	Chairman, Non- Executive, Independent	19.01.2005	-
		Mr. V. Mohan	Member, Non- Executive, Independent	19.01.2005	-
		Mr. Amit Burman	Member, Non- Executive, Independent	06.10.2014	-
3. Risk Management Committee (if applicable)	N.A.				
4. Stakeholders Relationship Committee	Yes	Mr. Navin Juneja	Chairman, Non- Executive, Non- Independent	13.08.2019	-
		Mr. A. K. Mehra	Member, Non- Executive, Independent	19.01.2005	-
		Mr. V. Mohan	Member, Non- Executive, Independent	19.01.2005	-
5. Corporate Social Responsibility Committee	Yes	Mr. Umesh Talwar	Chairman, Executive, Non-Independent	02.04.2014	-
		Mr. Amit Burman	Member, Non- Executive, Independent	02.04.2014	-
		Mr. Navin Juneja	Member, 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)
8 th June, 2021	11 th August, 2021	Yes	10	5	*63 Days (8 th June, 2021–11 th August, 2021)

IV. Meeting of Committees					
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
Audit Committee					
11 th August, 2021	Yes	4	3	8 th June, 2021	*63 Days (8 th June, 2021–11 th August, 2021)
Stakeholders Relationship Committee					
11 th August, 2021	Yes	3	2	8 th June, 2021	*63 Days (8 th June, 2021–11 th August, 2021)
Nomination & Remuneration Committee					
-	-	-	-	-	N.A.
Corporate Social Responsibility Committee					
-	-	-	-	1 st April, 2021	N.A.

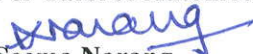
V. Related Party Transactions	
Subject	Compliance status (Yes/ No/ NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



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 (as applicable) - **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 11th August, 2021.

For Talbros Automotive Components Limited


Seema Narang
Company Secretary



Format to be submitted by listed entity at the end of 6 months from the close of financial year

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
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 The Chairman of the Nomination and Remuneration committee was not present at the Annual General Meeting due to other engagements. Our understanding of Regulation 19(3) is that the presence of Chairperson of the nomination and remuneration committee at Annual General Meeting is desirable but not mandatory.
Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
For Talbros Automotive Components Limited		
 Seema Narang Company Secretary		



Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – 30th September, 2021

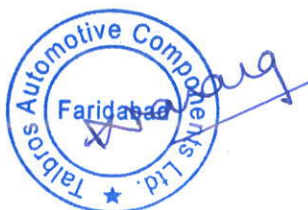
I. Disclosure of Loans / guarantees / comfort letters / securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-
Promoter Group or any other entity controlled by them	-	-
Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	-

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	N.A.	-	-
Promoter Group or any other entity controlled by them	Comfort Letter	-	775
Directors (including relatives) or any other entity controlled by them	N.A.	-	-
KMPs or any other entity controlled by them	N.A.	-	-



(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	N.A.	-	-
Promoter Group or any other entity controlled by them	N.A.	-	-
Directors (including relatives) or any other entity controlled by them	N.A.	-	-
KMPs or any other entity controlled by them	N.A.	-	-

