

Compliance Report for the quarter ended June 30, 2016

Name of Issuer Company : TATA AUTOCOMP SYSTEMS LIMITED

1	Description of the Debenture Series /Issue (Secured / Unsecured PCD/FCD/NCD)	Unsecured Redeemable Non Convertible Debentures
2	Type of Issue (Private / Public / Rights)	Private Placement
3	Issue Amount and Amounts Raised	Rs.100,00,00,000/-
4	Listed/Unlisted (If Listed, the Exchange where listed)	Listed on National Stock Exchange
5	ISIN (Listed and Unlisted)	INE928F08026
6	Date of Listing of NCDs (please provide confirmation and supporting from BSE/NSE)	-
7	Original & Revised (if any) Coupon Rate	10.15%
8	Tenor of Issue	10 years
9	Date of Allotment of Debentures	20 th May 2010
10	Confirmation of having complied with Foreign Account Tax Compliance Act (FATCA) as regards the investors, borrowers and other intermediaries (If Applicable - along with supporting documents, registration number etc)	Declarations submitted to Bank under FATCA enclosed.
11	Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c	-
12	Outstanding amount as on June 30, 2016	Rs. 100,00,00,000/-
13	Previous Interest Payment Date and Amount paid	Rs. 5,04,72,702/- on May 20, 2016
14	Next Interest Payment Date and Amount	Rs. 5,11,67,124/- on November 20, 2016
15	Previous Repayment Date and Amount paid	Not Applicable
16	Next Repayment Date and Amount	Rs. 100,00,00,000/- to be repaid on 20 th May, 2020
17	Whether there has been any delay / default in payment of interest and/or principal amount? If yes the due dates thereof & date of payment	No
18	Credit Rating at the time of issue / last credit rating prior to change	- 'CARE AA (Double A minus) - CRISIL AA- (Stable Outlook)
19	Present Credit Rating and date of change of credit rating. In case of revision, please attach letter from Credit Rating Agency indicating revision in rating.	CRISIL AA- Stable Outlook as per letter dated July 27, 2016. There is no revision in the rating.
20	a) No. of debenture holders on the date of Allotment b) No. of debenture holders as on last day of this quarter, (please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos))	a) All the debentures were allotted to only 1 debentureholder b) List of Debentureholders as on June 30, 2016 is enclosed.
21	Brief details of the security created till date for the Debentures including third party securities	Not Applicable. Debentures are unsecured
22	Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such	Not Applicable. Debentures are unsecured

	security is to be / was to be created	
23	Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof	Not Applicable. Debentures are unsecured
24	Certificate of inspection of trust property (security provided – immovable) is confirmed annually by the Auditors of the Company.	Not Applicable.
25	Valuation Report (if applicable) has been obtained from Government approved valuer	-
26	ROC Search Report has been obtained	-
27	Confirmation with respect to submission of Half yearly communication (HYC) to BSE / NSE for the last applicable half year and reasons for non submission/ delay if any (Only for Listed) unaudited/audited financial results on half yearly basis should be submitted to exchanges within 45 days from the end of half year	Yes. HYC Report submitted on time.
28	Half yearly results statement should indicate material deviation, if any. This should cover deviation in use of proceeds of issue other than the object stated in offer document	-
29	Publication of financial results and statements within 2 calendar days of the conclusion of the Board Meeting. (atleast in one English national daily newspaper)	Done. Financial Results published on May 11, 2016 for the period ended March 31,2016.
30	HYC submitted to stock exchange contains certificate signed by Debenture Trustee	Yes.
31	Whether unaudited financial results are accompanied by Limited Review Report (LRR)* *LRR is not required if the company has intimated exchanges in advance that it shall submit annual audited results within 60 days from the end of Financial Year	-
32	Details Regarding Registration of charges and reasons for delay (if any)	-
33	Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured Assets for the issue have been paid. If No, please give details and reasons for the same	Not Applicable.
34	Whether Debenture Redemption Reserve (DRR) as per SEBI Guidelines and Companies Act has been maintained. If No, please give reasons for the same. Please provide details / issue wise of DRR amount and date of transfer till date	Yes. The balance of Debenture Redemption Reserve (DRR) as on June 30, 2016 was Rs. 22,00,00,000/- . Further appropriations to this reserve shall be made at the end of F.Y. 2016-17.
35	Confirmation & Supporting of creation / maintaining DRR before April 30 th by way of deposit / invest not less than 15% of the amount of debentures maturing during the year ending March 31, 2017 as detailed in the clarification circular provided by MCA	Yes. Supporting document enclosed.

36	Whether any material change has taken place in the nature and the conduct of the business of the Issuer since the date of Issue which is detrimental to the interest of debenture holders. If yes, please give details	No change taken place in nature of business.
37	Whether any orders, directions, notice of court/ tribunal / authority affecting or likely to affect the Secured Assets has been passed. If yes, please give details	No
38	Whether any major change in the composition of the Board of directors or shareholders as defined in SEBI (Substantial Acquisition and Take Over) Regulations, 2011 which amounts to change in control of Issuer Company has occurred. If yes, please give details	No
39	Whether any change in Authorized Signatory to banks who had signed Post Dated Cheques (PDCs) given as security as per transaction documents	Not Applicable as Debentures are unsecured.
40	Security Cover as on June 30, 2016 (Please attach CA Certificate in the format as stated in Annexure)	Not applicable as Debentures are unsecured.
41	Whether Register of Debenture Holders has been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons.	Yes
42	In case of Partially / Fully Convertible Debentures, whether the debentures have been converted into equity in accordance with the terms of issue? If no, please give reasons.	Not applicable as Debentures are unsecured.
43	Whether all the terms & conditions of the transaction documents are complied with? If no, please give reasons.	Yes.
44	Whether the provisions of the following laws applicable to debentures have been complied with : a) Companies Act (For all Issuers) b) SEBI Model Listing Agreement (For Listed Issues) c) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (For Listed Issues) d) ICDR Regulations (For all issuers)	Yes.
45	Whether any dividend has been declared during this quarter.	The Board has proposed dividend for the year ended March 31, 2016, which will be paid once approved in the Annual General Meeting.
46	Nature of investor grievances received for quarter ended June 2016 its status as on date of the submission of QCR and reason for the non resolution/ delay if any (Details to be separately provided in annexure as enclosed)	NIL
47	Any Buy Back of NCDs during the quarter and details of the same	No.

48	Whether the company has given prior intimation to exchanges of at least 11 working days before the date on and from which the interest on Debenture and redemption amount of Debentures is payable	Yes.
49	Whether the company has maintained functional website containing requisite information (Reg 62)	Yes.
50	Whether the company has intimated exchange(s) about its intention to raise funds through issue of new NCD and such intimation was given prior to holding Board meeting	Not Applicable.
51	Compliance with Accounting Standard and Financial disclosures	Not Applicable.
52	Compliance with Corporate Governance provisions as specified in Chapter IV viz Related Party framework, Independent Directors, submission of quarterly compliance report on corporate governance to Exchange(s), prior intimation to exchnages, disclosure of material information/event, shareholding pattern	Not Applicable.
53	Whether Directors and KMPs have disclosed to Board of Directors whether they are directly or indirectly have material interest in any transaction	Not Applicable.
54	Whether the company has appointed qualified Company Secretary as the Compliance Officer	Yes.
55	Whether the Company has appointed Share transfer agent or manage the same in house	Yes
56	Whether the Company has preserved the transactions records at least for 8 years	Not Applicable.
57	Whether the Company is registered on the SEBI SCORES	Yes.
58	Whether statement of investor grievances has been filed to Exchanges within 21 days from the end of quarter	Yes.
59	Whether the Company has constituted following committees and held meetings in compliance with the provisions <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee • Stakeholders Relationship Committee • Risk Management Committee 	Yes. The Company has constituted an Audit Committee and Nomination and Remuneration Committee.
60	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any	Not Applicable for the quarter ended June 30, 2016.
61	Whether the company has submitted Annual Report within 21 working days to stock exchange(s)	For March 31 st , 2016, the same will be submitted within requisite time.
62	The company shall appoint transfer agent (RTA) or manage the transfer cases in-house	Yes.
63	Whether the Company has submitted a	Yes.

	compliance certificate to the Exchange(s), duly signed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA)	
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ANNEXURES

1	Updated list of names and addresses of debenture holders. (<i>In case of a large list, kindly provide a CD in lieu of hard copies</i>)
2	Number and nature of grievances received from debenture holders and time frame within which the same were resolved by the Issuer Company. NIL statement to be submitted in case of no grievances.
3	<p>Companies Auditors Certificate certifying the following (If already provided, please ignore):</p> <ol style="list-style-type: none"> a. End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor b. Security Cover ** c. Amount transferred to DRR as on June 30, 2016 d. Debt Equity Ratio e. Asset cover Ratio (100%) f. Debt Service coverage Ratio g. Interest Service Coverage Ratio h. Half yearly certificate from Practicing CS/CA regarding maintenance of 100% asset cover ratio i. <p>**</p> <ol style="list-style-type: none"> i. Total assets charged Rs. A ii. Total debts secured by way of charges created over the assets Rs. B with details thereof iii. Security Cover = A/B <p>Note: 1. If third party security is created, please include the same and give supporting 2. Requirement of disclosures of Debt Service Coverage Ratio, asset cover and interest service coverage ratio shall not be applicable for Banks or NBFC registered with RBI and unsecured debt issued by regulated financial sector entities</p>
4	Duly audited annual accounts of the issuer company
5	Quarterly audited / unaudited financials of the Issuer
6	Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies
7	CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) as on June 30, 2016
8	Certificate from Director / Managing Director of the issuer company, certifying the value of book debts / receivables (Applicable for Listed NCDs) as on June 30, 2016 along with details of the said book debts and/or receivable
9	Report of the Lead Bank regarding progress of the Project
10	Paper cutting of publication of financial results (at least in one English national daily newspaper)
11	Copy of all notices, resolutions and circulars relating to new issue of non convertible debt securities, proceedings of meetings of debenture holders, advertisement issued in the media
12	Letter issued by Credit Rating agency for revised credit rating

Contact Details :

- a) Name of Authorised Signatory- Mr. Ashish Boradkar
- b) Email Address- ashish.boradkar@tacogroup.com
- c) Contact Numbers- 020 66085124
- d) Name ,Address and Email id of R&T Agent
TSR Darashaw Limited
6-10, Haji Moosa Patrawala Industrial Estate,
20 Dr. E Moses Road, Near Famous Studio,
Mahalaxmi, Mumbai – 400 011.
sshelar@tsrdarashaw.com
- e) Name , Address and Email id of the Credit Rating Agency
CRISIL Limited
CRISIL House, Central Avenue,
Hiranandani Business Park, Powai,
Mumbai- 400 076

For Tata AutoComp Systems Ltd

Ashish Boradkar
Company Secretary

Date: August 28, 2016



This is to certify that based on the records verified by me of the Tata AutoComp Systems Limited ("TACO"), TACO House, Plot No. 20, Damle Path, Off Law College Road, Erandwane, Pune – 411004

- a) The Unsecured Redeemable of Rs. 100 Crores issued by TACO has been utilized towards 'General Corporate Purpose' and 'Replacement of Existing Debt'
- b) Credit Rating for the above mentioned issue by CRISIL is 'CRISIL AA-/Stable'
- c) Asset Cover – Not Applicable as the debenture are unsecured.
- d) Debt Equity Ratio as per the latest accounts as June 30, 2016 is 0.12
- e) Last Interest Payment Date was May 20, 2016 and Amount was Rs. 50,472,702/- and Next Interest Payment Due Date is November 20, 2016 and Amount is Rs. 51,167,124/-
- f) Last Repayment Date and Amount – Not Applicable and Next Repayment of Rs. 100 Crores will be made on May 20, 2020.
- g) The Debt service coverage ratio is 6.20
- h) The Interest service coverage ratio is 6.20
- i) The balance of Debenture Redemption Reserve (DRR) as on June 30, 2016 was Rs. - 22,00,00,000/-
- j) The Net worth as on date is 8,02,17,70,000/-
- k) The Net Profit After Tax is 10,64,29,000/-
- l) The Earnings per share is 0.55

Place: Pune

Date: August 17, 2016



For V.G.Dadhe & Co.
Chartered Accountants

CA. Sachin S. Bale - Partner

M.No. 123 787



TO WHOMSOEVER IT MAY CONCERN

This is to certify that, the value of Trade Receivables of Tata AutoComp Systems Limited ("the Company") as on quarter ended June 30, 2016 is Rs. 1,22,41,31,000/-

This certificate is issued on the basis of documents produced and information given to us; on specific request of the Company.

Place: Pune

Date: August 17, 2016



For V.G.Dadhe & Co.
Chartered Accountants

CA. Sachin S. Bale - Partner
M.No. 123 787



TO WHOMSOEVER IT MAY CONCERN

I, Mr. Ajay Tandon, Managing Director & CEO of Tata AutoComp Systems Limited ('the Company') having its registered office at 'TACO House', Damle Path, Off Law College Road, Erandwana, Pune- 411 004, hereby certify that the value of Trade Receivables as on quarter ended June 30, 2016, is Rs. 1,22,41,31,000/-.

Date- 18 .08.2016

For Tata AutoComp Systems Limited

Place- Pune

Ajay Tandon
Managing Director & CEO
DIN - 00128667

TATA AUTOCOMP SYSTEMS LIMITED

CIN: U34100MH1995PLC093733

Corporate Office: TACO House Damle Path Off Law College Road Pune 411 004 India

Tel: 91 20 66085000 Fax: 91 20 6608 5034 email: taco@tacogroup.com website: www.tacogroup.com

Registered Office: Bombay House 24 Homi Mody Street Fort Mumbai 400 001

Number of Investor grievances received for quarter ended June 30, 2016	NIL
Details of grievances received i.e. Complainant, nature of Complaint, etc	NIL
Number of Investor grievances pending for quarter ended June 30, 2016	NIL
Whether any grievance is pending for more than 30 days? If yes, then please provide details and reasons thereof	NIL

This is not a negotiable document

STATE BANK OF INDIA

INDUSTRIAL FINANCE BRANCH PUNE CHAMBERS, WAKADEWADI
NEAR MARIJI POLICE CHOWKY PUNE MUMBAI ROAD, PUNE 411003
Tel: 25618104

TERM DEPOSIT ADVICE (In Lieu of Term Deposit Receipt)

TATA AUTOCOMP SYSTEMS LTD TATA AUTOCOM
T.A.C.O. BECK HOUSE, DAMLE PATH,
OFF LAW COLLEGE ROAD,
PUNE-4
MAHARASHTRA INDIA

20/04/15

Nomination :

Date :

Dear Sir / Madam

We have pleasure in confirming details of the following amount held in deposit with us.

Name(s) : TATA AUTOCOMP SYSTEMS LTD; TATA AUTOCOMP SYS

8024763295-4 AAAC184EE

STD-BLK-PUB OTH-1Y455DINR

Mode of Operation

Scheme :

Account Number	Term	Interest @	Principal Amount	Value Date	Maturity Date
34881281803	365	8.25 %	INR 5,50,00,000.00	20.4.2015	19.4.2016

Maturity Value : INR 5,96,63,298.00
Annualised Yield (%) : 8.48

Yours faithfully,

Authorized Signatory

(P.T.O.)