

General information about company

Scrip code	507205
NSE Symbol	TI
MSEI Symbol	NOTLISTED
ISIN	INE133E01013
Name of the entity	Tilaknagar Industries Ltd.
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory															
Whether the listed entity has a Regular Chairperson												Yes			
Whether Chairperson is related to MD or CEO												Yes			
PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)
AADPD5278N	00305636	Executive Director	Chairperson related to Promoter	MD	06-11-1976	NA		07-06-2000	30-09-2021			1	0	1	0
AAVPM3432H	00305503	Non-Executive - Non Independent Director	Not Applicable		28-06-1977	NA		28-09-2006	29-12-2020			1	0	0	0
AGIPB9835C	00353476	Non-Executive - Independent Director	Not Applicable		02-06-1942	Yes	22-09-2018	28-09-2006	01-04-2019		186	1	1	3	0
ACGPB0112Q	02039345	Non-Executive - Independent Director	Not Applicable		25-06-1940	Yes	22-09-2018	02-07-2009	01-04-2019		153	1	1	3	2

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)
5	Mr	Kishorekumar G Mhatre	AAGPM6787L	07527683	Non-Executive - Independent Director	Not Applicable		11-07-1961	NA		09-06-2016	29-12-2020		70	1	1
6	Mr	Satish Chand Mathur	AAHPM6678H	03641285	Non-Executive - Independent Director	Not Applicable		05-06-1958	NA		31-10-2018	31-10-2018		41	2	2
7	Mr	Maj Gen Dilawar Singh Retd	AHDPS4523L	08216047	Non-Executive - Independent Director	Not Applicable		06-10-1957	NA		31-10-2018	31-10-2018		41	1	1
8	Ms	Aparna Praveen Chaturvedi	ACGPC5935J	00028647	Non-Executive - Independent Director	Not Applicable		25-08-1958	NA		31-07-2020	30-09-2021		20	1	1

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)
9	Ms	Swapna Vinodchandra Shah	BTXP8538L	08807901	Non-Executive - Non Independent Director	Not Applicable		26-03-1963	NA		31-07-2020	31-07-2020			1	0
10	Mr	Chemangala Ramachar Ramesh	ABOPC1907F	08876738	Executive Director	Not Applicable		02-07-1959	NA		13-11-2020	13-11-2020			1	0

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02039345	C V Bijlani	Non-Executive - Independent Director	Chairperson	02-07-2009		
2	00353476	Dr Ravindra Bapat	Non-Executive - Independent Director	Member	27-11-2015		
3	07527683	Kishorekumar G Mhatre	Non-Executive - Independent Director	Member	30-06-2015		
4	08807901	Swapna Vinodchandra Shah	Non-Executive - Non Independent Director	Member	15-09-2020		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02039345	C V Bijlani	Non-Executive - Independent Director	Chairperson	02-07-2009		
2	00353476	Dr Ravindra Bapat	Non-Executive - Independent Director	Member	27-11-2015		
3	07527683	Kishorekumar G Mhatre	Non-Executive - Independent Director	Member	30-06-2015		
4	08216047	Maj Gen Dilawar Singh Retd	Non-Executive - Independent Director	Member	15-09-2020		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02039345	C V Bijlani	Non-Executive - Independent Director	Chairperson	02-07-2009		
2	00305636	Amit Dahanukar	Executive Director	Member	07-05-2002		
3	00353476	Dr Ravindra Bapat	Non-Executive - Independent Director	Member	27-11-2015		
4	00028647	Aparna Praveen Chaturvedi	Non-Executive - Independent Director	Member	15-09-2020		
5	08216047	Maj Gen Dilawar Singh Retd	Non-Executive - Independent Director	Member	15-09-2020		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00305636	Amit Dahanukar	Executive Director	Chairperson	14-11-2014		
2	02039345	C V Bijlani	Non-Executive Independent Director	Member	14-11-2014		
3	00305503	Shivani Amit Dahanukar	Non-Executive Non-Independent Director	Member	15-09-2020		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	01-11-2021				Yes	8	5
2	12-11-2021		10		Yes	7	4
3		09-02-2022	88		Yes	10	6
4		30-03-2022	48		Yes	8	5

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	12-11-2021				Yes	3	2
2	Audit Committee	09-02-2022	88			Yes	3	2
3	Risk Management Committee	01-11-2021				Yes	2	1
4	Risk Management Committee	01-02-2022				Yes	2	0
5	Stakeholders Relationship Committee	12-11-2021				Yes	3	2
6	Stakeholders Relationship Committee	09-02-2022				Yes	4	3

Annexure 1**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
7	Nomination and remuneration committee	12-11-2021				Yes	3	3
8	Nomination and remuneration committee	09-02-2022				Yes	3	3
9	Nomination and remuneration committee	30-03-2022				Yes	3	3

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Amit Dahanukar
2	Designation	Managing Director

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://tilind.com/
2	Terms and conditions of appointment of independent directors	Yes		https://tilind.com/tc-of-appointment-of-independent-directors/
3	Composition of various committees of board of directors	Yes		https://tilind.com/board-committees/
4	Code of conduct of board of directors and senior management personnel	Yes		https://tilind.com/wp-content/uploads/2022/04/Code-of-conduct-Policy-1.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://tilind.com/wp-content/uploads/2022/04/Whistle-Blower-Policy-1.pdf
6	Criteria of making payments to non-executive directors	Yes		https://tilind.com/wp-content/uploads/2022/04/Nominaton-Remuneration-and-Evaluation-Policy-1.pdf
7	Policy on dealing with related party transactions	Yes		https://tilind.com/wp-content/uploads/2022/04/Related-Party-Transacton-Policy-1.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://tilind.com/wp-content/uploads/2022/04/Material-Subsidiary-Policy-1.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://tilind.com/familiarisation-of-independent-directors/

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://tilind.com/corporate-information/
11	email address for grievance redressal and other relevant details	Yes		https://tilind.com/corporate-information/
12	Financial results	Yes		https://tilind.com/investors-financial-reporting/
13	Shareholding pattern	Yes		https://tilind.com/investors-filings-reports/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://tilind.com/investors-filings-reports/
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://tilind.com/investors-financial-reporting/
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://tilind.com/wp-content/uploads/2022/04/Determination-of-Materiality-of-Events-Policy-1.pdf
21	Materiality Policy as per Regulation 30	Yes		https://tilind.com/wp-content/uploads/2022/04/Determination-of-Materiality-of-Events-Policy-1.pdf
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://tilind.com/wp-content/uploads/2022/04/Dividend-Distribution-Policy-1.pdf
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://tilind.com/

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	Amit Dahanukar
2	Designation	Managing Director

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

1	Name of signatory	Amit Dahanukar
2	Designation	Managing Director

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Signatory Details

Name of signatory	Amit Dahanukar
Designation of person	Managing Director
Place	Mumbai
Date	18-04-2022

