

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

[PURSUANT TO REGULATION 27(2) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

ANNEXURE I

Name of Listed Entity : Tilaknagar Industries Ltd.

Quarter Ended : December 31, 2019

I. Composition of Board of Directors												
Title (Mr./Ms.)	Name of the Director	PAN ^s and DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)*	Initial date of Appointment	Date of Re-Appointment	Date of cessation	Tenure of Director* (in months)	Date of Birth	Number of Directorship in listed entities including this listed entity [In reference to Regulation 17A(1)]	Number 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)	Number of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Amit Dahanukar	AADPD5278N & 00305636	Chairperson - Executive	07.06.2000	11.09.2019	-	-	06.11.1976	1	0	1	0
Mrs.	Shivani Amit Dahanukar	AAVPM3432H & 00305503	Non-Executive	28.09.2006	22.09.2018	-	-	28.06.1977	1	0	0	0
Mr.	Dr. Ravindra Bapat#	AGIPB9835C & 00353476	Independent - Non-Executive	27.09.2014	01.04.2019	-	63	02.06.1942	1	1	3	0
Mr.	C. V. Bijlani#	ACGPB0112Q & 02039345	Independent - Non-Executive	27.09.2014	01.04.2019	-	63	25.06.1940	1	1	3	3
Mr.	Kishorekumar G. Mhatre	AAGPM6787L & 07527683	Independent - Non-Executive	09.06.2016	-	-	42.7	11.07.1961	1	1	1	0
Mr.	Satish Chand Mathur	AAHPM6678H & 03641285	Independent - Non-Executive	31.10.2018	-	-	14	05.06.1958	2	2	0	0
Mr.	Maj Gen Dilawar Singh(Retd.)	AHDPS4523L & 08216047	Independent - Non-Executive	31.10.2018	-	-	14	06.10.1957	1	1	0	0

Whether Regular Chairperson appointed: **Yes**

Whether Chairperson is related to Managing Director or CEO: **Yes**

#Whether Special Resolution is passed? (Non-Executive Directors who has attained the age of seventy five years): **Yes**; and the Date of passing Special Resolution: **22.09.2018**

^s PAN number of any Director would not be displayed on the website of Stock Exchange

* Category of Directors means Executive/Non-Executive/Independent/Nominee. If a Director fits into more than one category write all categories separating them with hyphen

* To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.



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
				Member	Chairman	
1. Audit Committee	Yes	Mr. C.V. Bijlani (Chairman)	Independent - Non-Executive	02.07.2009	30.06.2016	-
		Dr. Ravindra Bapat	Independent - Non-Executive	27.11.2015	-	-
		Mr. Kishorekumar G. Mhatre	Independent - Non-Executive	30.06.2016	-	-
2. Nomination & Remuneration Committee	Yes	Mr. C.V. Bijlani (Chairman)	Independent - Non-Executive	02.07.2009	01.10.2014	-
		Dr. Ravindra Bapat	Independent - Non-Executive	27.11.2015	-	-
		Mr. Kishorekumar G. Mhatre	Independent - Non-Executive	30.06.2016	-	-
3. Risk Management Committee (if applicable)*	Yes	Mr. Amit Dahanukar (Chairman)	Chairperson – Executive	14.11.2014	-	-
		Mr. C.V. Bijlani	Independent - Non-Executive	14.11.2014	-	-
		Mr. Srijit Mullick	Chief Financial Officer	14.11.2014	-	-
4. Stakeholders Relationship Committee	Yes	Mr. C.V. Bijlani (Chairman)	Independent - Non-Executive	02.07.2009	01.10.2014	-
		Mr. Amit Dahanukar	Chairperson – Executive	07.05.2002	-	-
		Dr. Ravindra Bapat	Independent - Non-Executive	27.11.2015	-	-

& Category of Directors means Executive/Non-Executive/Independent/Nominee. if a Director fits into more than one category write all categories separating them with hyphen
* **Risk Management Committee voluntarily constituted**

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)
July 26, 2019	November 14, 2019	Yes	5	3	96
August 09, 2019	November 27, 2019	Yes	4	3	12
	December 16, 2019	Yes	6	4	18

*To be filled in only for the current quarter meetings



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					
	Yes			July 26, 2019	
November 14, 2019	Yes	2	2	August 09, 2019	96
December 16, 2019	Yes	2	2		31
Stakeholders Relationship Committee					
November 14, 2019	Yes	2	1	August 09, 2019	96

*To be filled in only for the current quarter meetings

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

Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
- The composition of the following Committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - Audit Committee. **Yes**
 - Nomination & Remuneration Committee. **Yes**
 - Stakeholders Relationship Committee. **Yes**
 - Risk Management Committee (applicable to the top 100 listed entities) **(NA) (Constituted voluntarily)**
- 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**
- 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**
- This report and/or The report submitted in the previous quarter has been placed before Board of Directors. **Yes**
Any comments/observations/advice of Board of Directors may be mentioned here: **Nil**

Gaurav Thakur
Company Secretary

