

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 : September 30, 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	-	60	02.06.1942	1	1	3	0
Mr.	C. V. Bijlani	ACGPB0112Q & 02039345	Independent - Non-Executive	27.09.2014	01.04.2019	-	60	25.06.1940	1	1	3	3
Mr.	Kishorekumar G. Mhatre	AAGPM6787L & 07527683	Independent - Non-Executive	09.06.2016	-	-	39.7	11.07.1961	1	1	1	0
Mr.	Satish Chand Mathur	AAHPM6678H & 03641285	Independent- Non- Executive	31.10.2018	-	-	11	05.06.1958	2	2	0	0
Mr.	Maj Gen Dilawar Singh(Retd.)	AHDPS4523L & 08216047	Independent - Non-Executive	31.10.2018	-	-	11	06.10.1957	1	1	0	0

Whether Regular Chairperson appointed: **Yes**

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

^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
1. Audit Committee	Yes	Mr. C.V. Bijlani (Chairman)	Independent - Non-Executive	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	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	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)
June 14, 2019	July 26, 2019	Yes	6	4	41
-	August 09, 2019	Yes	5	4	13

*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					
July 26, 2019	Yes	2	2	June 14, 2019	41
August 09, 2019	Yes	3	3	-	13
Stakeholders Relationship Committee					
August 09, 2019	Yes	3	2	June 14, 2019	55

*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	Yes
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

1. 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.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

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**
 - b. Nomination & Remuneration Committee. **Yes**
 - c. Stakeholders Relationship Committee. **Yes**
 - d. Risk Management Committee (applicable to the top 100 listed entities) **(NA) (Constituted voluntarily)**
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. **Yes**
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. **Yes**
5. ~~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



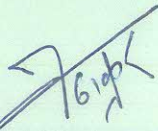

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ANNEXURE III

Name of Listed Entity : Tilaknagar Industries Ltd.

Quarter Ended : September 30, 2019

I. Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
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)	Yes
Presence of Chairperson of the Stakeholders 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
Note 1 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. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		
<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">  Gaurav Thakur Company Secretary </div> <div>  </div> </div>		