

**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, 2017

<b>I. Composition of Board of Directors</b>									
<b>Title (Mr./ Ms.)</b>	<b>Name of the Director</b>	<b>PAN<sup>s</sup> and DIN</b>	<b>Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)<sup>&amp;</sup></b>	<b>Date of Appointment in the current term</b>	<b>Date of cessation</b>	<b>Tenure<sup>*</sup></b>	<b>Number of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)</b>	<b>Number of Memberships in Audit/Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)</b>	<b>Number of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	Amit Dahanukar	AADPD5278N & 00305636	Chairperson – Executive	25.09.2017	-	-	1	1	0
Mrs.	Shivani Amit Dahanukar	AAVPM3432H & 00305503	Non-Executive	14.09.2016	-	-	1	0	0
Mr.	Dr. Ravindra Bapat	AGIPB9835C & 00353476	Independent - Non-Executive	27.09.2014	31.03.2019	4.51 years	1	4	0
Mr.	C. V. Bijlani	ACGPB0112Q & 02039345	Independent - Non-Executive	27.09.2014	31.03.2019	4.51 years	1	0	4
Mr.	Kishorekumar G. Mhatre	AAGPM6787L & 07527683	Independent - Non-Executive	09.06.2016	08.06.2021	5.00 years	1	1	0

<sup>\$</sup> PAN number of any Director would not be displayed on the website of Stock Exchange

<sup>&</sup> 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

<sup>\*</sup> 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.



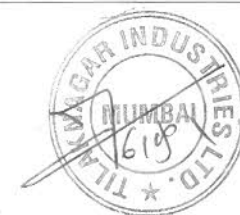
II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>s</sup>
1. Audit Committee	Mr. C.V. Bijlani (Chairman)	Independent - Non-Executive
	Dr. Ravindra Bapat	Independent - Non-Executive
	Mr. Kishorekumar G. Mhatre	Independent - Non-Executive
2. Nomination & Remuneration Committee	Mr. C.V. Bijlani (Chairman)	Independent - Non-Executive
	Dr. Ravindra Bapat	Independent - Non-Executive
	Mr. Kishorekumar G. Mhatre	Independent - Non-Executive
3. Risk Management Committee (if applicable)*	Mr. Amit Dahanukar (Chairman)	Chairperson - Executive
	Mr. C.V. Bijlani	Independent - Non-Executive
	Mr. Srijit Mullick	Chief Financial Officer
4. Stakeholders Relationship Committee	Mr. C.V. Bijlani (Chairman)	Independent - Non-Executive
	Mr. Amit Dahanukar	Chairperson - Executive
	Dr. Ravindra Bapat	Independent - Non-Executive

& 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	Maximum gap between any two consecutive (in number of days)
May 29, 2017	August 07, 2017	69
	September 14, 2017	37

IV. Meeting of Committees			
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive Meetings in number of days*
<b>Audit Committee</b>			
August 07, 2017	Yes (2 out of 3 Members were present)	May 29, 2017	69
September 14, 2017	Yes (2 out of 3 Members were present)		37

\* This information has to be mandatorily be given for Audit Committee, for rest of the Committees giving this information is optional



<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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
<b>Note</b>	
<p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	

<b>VI. Affirmations</b>
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>Yes</b></p> <p>2. The composition of the following Committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>a. Audit Committee. <b>Yes</b></p> <p>b. Nomination &amp; Remuneration Committee. <b>Yes</b></p> <p>c. Stakeholders Relationship Committee. <b>Yes</b></p> <p>d. Risk Management Committee (applicable to the top 100 listed entities) <b>(NA) (Constituted voluntarily)</b></p> <p>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. <b>Yes</b></p> <p>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. <b>Yes</b></p> <p>5. <del>This report and/or</del> The report submitted in the previous quarter has been placed before Board of Directors. <b>Yes</b> Any comments/observations/advice of Board of Directors may be mentioned here: <b>Nil</b></p>

  
**Gaurav Thakur**  
 Company Secretary



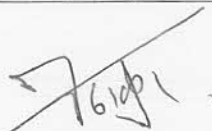

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[PURSUANT TO REGULATION 27(2) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

**ANNEXURE III**

**Name of Listed Entity :** Tilaknagar Industries Ltd.

**Quarter Ended :** September 30, 2017

<b>I. Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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)	No (Since, Mr. C.V. Bijlani, Chairman of the Committee was abroad, Dr. Ravindra Bapat, Member of the Committee duly authorized by him, has attended the Annual General Meeting of the Company held on September 25, 2017)
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No (Since, Mr. C.V. Bijlani, Chairman of the Committee was abroad, Dr. Ravindra Bapat, Member of the Committee duly authorized by him, has attended the Annual General Meeting of the Company held on September 25, 2017)
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>  <b>Gaurav Thakur</b>                      Company Secretary</p> <p align="center"></p>		