

**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 : March 31, 2019

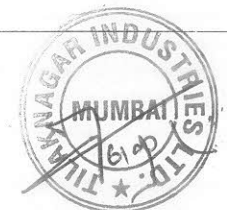
I. Composition of Board of Directors									
Title (Mr./ Ms.)	Name of the Director	PAN <sup>§</sup> and DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>&amp;</sup>	Date of Appointment in the current term	Date of cessation	Tenure*	Number of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	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	25.09.2017	-	-	1	1	0
Mrs.	Shivani Amit Dahanukar	AAVPM3432H & 00305503	Non-Executive	22.09.2018	-	-	1	0	0
Mr.	Dr. Ravindra Bapat	AGIPB9835C & 00353476	Independent - Non-Executive	27.09.2014	31.03.2019	54 months	1	4	0
Mr.	C. V. Bijlani	ACGPB0112Q & 02039345	Independent - Non-Executive	27.09.2014	31.03.2019	54 months	1	0	4
Mr.	Kishorekumar G. Mhatre	AAGPM6787L & 07527683	Independent - Non-Executive	09.06.2016	08.06.2021	60 months	1	1	0
Mr.	Satish Chand Mathur	AAHPM6678H 03641285	Independent- Non- Executive	31.10.2018	30.09.2019**	11 months	2	1	0
Mr.	Maj Gen Dilawar Singh(retd )	AHDPS4523L 08216047	Independent - Non-Executive	31.10.2018	30.09.2019**	11 months	1	0	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.

<sup>\*\*</sup> Mr. Satish Chand Mathur and Maj Gen Dilawar Singh (retd.) were appointed as the Additional Directors (Non-Executive and Independent) w.e.f. 31.10.2018 by the Board of Directors to hold office up to the date of the next Annual General Meeting of the Company and will be eligible, for appointment as regular Independent Directors thereat for such term as may be approved by the Members of the Company, subject to compliance of necessary formalities in this regard.



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>&amp;</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

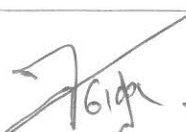

<sup>&</sup> Category of Directors means Executive/Non-Executive/Independent/Nominee. if a Director fits into more than one category write all categories separating them with hyphen  
\* **Risk Management Committee voluntarily constituted**

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)
October 31, 2018	February 22, 2019*	113
* Adjournment of Original Board Meeting held on February 14, 2019		

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*
Audit Committee			
February 22, 2019*	Yes (2 out of 3 members were present)	October 31, 2018	113
* Adjournment of Original Audit Committee Meeting held on February 14, 2019			



<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>
<p> Gaurav Thakur Company Secretary</p> <p></p>

