

ANNEXURE VIII

FORM NO. MGT.9**EXTRACT OF ANNUAL RETURN****AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	:	L29199HR1956PLC033107
ii)	Registration Date	:	08/09/1956
iii)	Name of the Company	:	Talbro Automotive Components Limited
iv)	Category/ Sub-Category of the Company	:	Company limited by shares Public non-government company
v)	Address of the Registered office and contact details	:	14/1, Delhi Mathura Road, P.O. Amar Nagar, Faridabad Haryana- 121003, India Contact - +91 129 2251482
vi)	Whether listed company Yes/ No	:	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	KFIN Technologies Private Limited (Formerly KarvyFintech Private Limited) Selenium Tower- B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad- 500008 Contact Person: Mr. Rajeev Kumar

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

S. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Manufacturing of Gaskets	28199	66.37%
2.	Manufacturing of Forgings	25910	33.63%

III. PARTICULARS OF HOLDING, SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES –

S. No.	Name & Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of shares held in the company	Applicable Section
1.	Nippon Leakless Talbro Pvt Ltd. 302, 3 rd Floor, Eros Corporate Park, IMT Manesar, Gurugram- 122050, Haryana	U29199HR2005PTC035653	Joint Venture	40.00	2(6) of Companies Act, 2013
2.	Magneti Marelli Talbro Chassis Systems Pvt Ltd 14/1, Mathura Road, Faridabad- 121003, Haryana	U34300HR2012PTC044985	Joint Venture	50.00	2(6) of Companies Act, 2013
3.	Talbro Marugo Rubber Pvt Ltd. 14/1, Mathura Road, Faridabad- 121003, Haryana	U25200HR2012PTC046820	Joint Venture	50.00 (less one share)	2(6) of Companies Act, 2013
4.	Talbro International Pvt. Ltd. 400, Udyog Vihar, Phase-III, Gurugram- 122016, Haryana	U31909HR1980PTC010226	Associate	20.25	2(6) of Companies Act, 2013
5.	QH Talbro Pvt. Ltd.* 400, Udyog Vihar, Phase-III, Gurugram- 122016, Haryana	U34102HR2014PTC052479	Associate	5.83	2(6) of Companies Act, 2013

* QH Talbro is an associate due to control of/participation in its business decisions by the Company.

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)
i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (1 st April, 2019)				No. of Shares held at the end of the year (31 st March, 2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1880840	0	1880840	15.23	1918440	0	1918440	15.54	0.31
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	5110350	0	5110350	41.39	5261597	0	5261597	42.62	1.23
e) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other.	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (1):-	6991190	0	6991190	56.63	7180037	0	7180037	58.16	1.53
(2) Foreign	0	0	0	0.00	0	0	0	0.00	0.00
a)NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b)Other- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other.	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A)= (A)(1)+(A)(2)	6991190	0	6991190	56.63	7180037	0	7180037	58.16	1.53
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	10022	2625	12647	0.10	743	1750	2493	0.02	(0.08)
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	226967	0	226967	1.84	179702	0	179702	1.46	(0.38)
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h)Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)– Foreign Portfolio Investors	13770	0	13770	0.11	1500	0	1500	0.01	(0.10)
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
FCB	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	250759	2625	253384	2.05	181945	1750	183695	1.49	(0.56)
2. Non-Institutions									
a) Bodies Corp.	502046	6022	508068	4.12	476776	6018	482794	3.91	(0.20)
i) Indian	0	0	0	0.00	0	0	0	0.00	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 2 lacs	3437587	188523	3626110	29.37	3405270	162187	3567457	28.90	(0.48)
ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lacs	613218	0	613218	4.97	565051	0	565051	4.58	(0.39)

ANNEXURE VIII

Category of Shareholders	No. of Shares held at the beginning of the year (1 st April, 2019)				No. of Shares held at the end of the year (31 st March, 2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (specify)									
Non Resident Indians	215021	36428	251449	2.04	219068	36428	255496	2.07	0.03
Clearing Members	11306	0	11306	0.09	6090	0	6090	0.05	(0.04)
Trusts	140	0	140	0.00	673	0	673	0.01	0.00
NBFCs registered with RBI	1000	0	1000	0.01	1000	0	1000	0.01	0.00
IEPF	89765	0	89765	0.73	103337	0	103337	0.84	0.11
Sub-total (B)(2):-	4870083	230973	5101056	41.32	4777265	204633	4981898	40.35	(0.97)
Total Public Shareholding (B)= (B)(1)+ (B)(2)	5120842	233598	5354440	43.37	4959210	206383	5165593	41.84	(1.53)
c) Shares held by Custodian for GDRs & ADRs	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Grand Total (A+B+C)	12112032	233598	12345630	100.00	12139247	206383	12345630	100.00	0.00

(ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (1 st April, 2019)			Shareholding at the end of the year (31 st March, 2020)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1.	Mr. Umesh Talwar	431906	3.50	0.00	431906	3.50	0.00	0.00
2.	Mr. Naresh Talwar	422299	3.42	0.00	459899	3.73	0.00	0.31
	Total	854205	6.92	0.00	891805	7.23	0.00	0.31

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Mr. Naresh Talwar acquired 37600 shares through Market Trade during the year.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name	Shareholding*		Increase/ Decrease in Shares	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning of the year (01.04.2019)/ end of the year (31.03.2020)	% of total shares of the company			No. of shares	% of total shares of the company
1.	Talbro International Pvt. Ltd.	5110350	41.39	151247	Market Buy	5261597	42.62
		5261597	42.62				
2.	Kumkum Talwar	450079	3.65	-	Nil movement during the year	450079	3.65
		450079	3.65				
3.	Bimpi Talwar	341197	2.76	-	Nil movement during the year	341197	2.76
		341197	2.76				
4.	General Insurance Corporation of India	226967	1.84	(47265)	Market Sale	179702	1.46
		179702	1.46				
5.	Sanjeev Vinodchandra Parekh	142681	1.16	-	Nil movement during the year	142681	1.16
		142681	1.16				

Sl. No.	Name	Shareholding*		Increase/Decrease in Shares	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning of the year (01.04.2019)/ end of the year (31.03.2020)	% of total shares of the company			No. of shares	% of total shares of the company
6.	Gyan Enterprises Pvt. Ltd.	136111	1.1	-	Nil movement during the year	136111	1.1
		136111	1.1				
7.	Investor Education And Protection Fund Authority	89765	0.73	13572	Transfer to IEPF Authority (14416 shares)/ Released to claimant shareholders (844 shares)	103337	0.84
		103337	0.84				
8.	Vikrant Maloo	59500	0.48	7500	Market Buy	67000	0.54
		67000	0.54				
9.	Ashok Kumar Lodha	60000	0.49	-	Nil movement during the year	60000	0.49
		60000	0.49				
10.	HafeezSorab Contractor	59000	0.48	-	Nil movement during the year	59000	0.48
		59000	0.48				

*The shares of the Company are traded on a daily basis and hence the date wise increase/decrease in shareholding has not been specified.

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding		Increase/Decrease in Shareholding	Cumulative Shareholding during the year	
		No. of shares at the beginning of the year (01.04.2019)/ end of the year (31 st March, 2020)	% of total shares of the company		No. of shares	% of total shares of the company
1	Naresh Talwar Chairman	422299	3.42	Increase	459899	3.73
		459899	3.73			
2.	Umesh Talwar Vice Chairman & Managing Director	431906	3.50	Nil movement during the year	431906	3.50
		431906				
3.	Varun Talwar Jt. Managing Director	17985	0.15	Nil movement during the year	17985	0.15
		17985				
4.	Vidur Talwar Director	16176	0.13	Nil movement during the year	16176	0.13
		16176				
5.	Anuj Talwar Jt. Managing Director	62851	0.51	Nil movement during the year	62851	0.51
		62851				
6.	Navin Juneja Director	1453	0.01	Nil movement during the year	1453	0.01
		1453				
7.	Amit Burman Director	2627	0.02	Nil movement during the year	2627	0.02
		2627				

1 Note: Mr. A.K Mehra, Mr. Rajeev Ranjan Vederah, Mr. VMohan, Mrs. Priyanka Gulati and Mr. Ajay Kumar Vij, Independent Directors, Mr. Manish Khanna, CFO and Mrs. Seema Narang, Company Secretary of the Company did not hold any shares of the Company during the Financial Year 2019-20. Mr. Rajeev Ranjan Vederah has resigned from the Board w.e.f 16th June, 2020.

ANNEXURE VIII

V. INDEBTEDNESS

Indebtedness of the Company for the financial year 2019-20 including interest outstanding/ accrued but not due for payment is as under.

(Amt in ₹)

	Secured Loans (Long Term)	Secured Loans (Short Term)	Unsecured Loans (Short Term)	Deposits (Long term)	Deposits (Short Term)	Total Indebtedness
Indebtedness at the beginning of the financial year						
i) Principal Amount	38,58,32,414.00	88,41,19,008.00	15,00,00,000.00	4,22,82,256.00	1,00,00,000.00	1,47,22,33,678.00
ii) Interest due but not paid	47,566.00	41,05,541.05	-	-	-	41,53,107.05
iii) Interest accrued but not due	13,32,150.32	17,69,632.35	5,22,533.47	54,35,428.00	-	90,59,744.14
Total (i+ii+iii)	38,72,12,130.32	89,99,94,181.40	15,05,22,533.47	4,77,17,684.00	1,00,00,000.00	1,48,54,46,529.19
Change in Indebtedness during the financial year						
• Addition	6,28,73,971.00	11,89,61,393.00	-	-	-	18,18,35,364.00
• Reduction	13,70,67,587.00	-	-	3,02,65,256.00	-	16,73,32,843.00
Net Change	(7,41,93,616.00)	11,89,61,393.00	-	(3,02,65,256.00)	-	1,45,02,521.00
Indebtedness at the end of the financial year						
i) Principal Amount	31,16,38,798.00	1,00,30,80,401.00	15,00,00,000.00	1,20,17,000.00	1,00,00,000.00	1,48,67,36,199.00
ii) Interest due but not paid	3,88,417.09	12,79,304.54	-	71,129.00	-	17,38,850.63
iii) Interest accrued but not due	11,57,539.38	29,46,243.33	4,98,200.61	17,39,048.00	-	63,41,031.32
Total (i+ii+iii)	31,31,84,754.47	1,00,73,05,948.87	15,04,98,200.61	1,38,27,177.00	1,00,00,000.00	1,49,48,16,080.95

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager during FY 2019-20:

S. no.	Particulars of Remuneration	Name of MD/ WTD/ Manager		Total Amount (In ₹)
		Mr. Umesh Talwar	Mr. Anuj Talwar	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,50,29,372	1,28,59,427	2,78,88,799
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	9,10,800	7,91,340	17,02,140
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit			
	- Others, specify.			
5.	Others, please specify Provident Fund, Superannuation fund	11,60,893	1,007,730	2,168,623
	Total (A)	1,71,01,065	14,658,497	31,759,562
Ceiling as per the Act		10% of Net Profit from all Executive Directors-Managing and Whole-time Directors		
		5% of Net Profit to anyone Managing or Whole-time Directors		
		Ceilings as above not to apply where the remuneration of Whole-time Directors has been approved by the members by way of a Special Resolution.		

B. Remuneration to other directors during FY 2019-20:

Particulars of Remuneration	Name of Directors							Total Amount (In ₹)
	Mr. Navin Juneja	Mr. V Mohan	Mr. A. K Mehra	Mr. Amit Burman	Mr. R.R Vederah*	Mrs. Priyanka Gulati	Mr. Ajay Kumar Vij	
	Non-Executive Non-Independent Director	Independent Director	Independent Director	Independent Director	Independent Director	Independent Director	Independent Director	
• Fee for attending board & committee meetings	1,50,000	1,80,000	2,10,000	1,20,000	1,20,000	1,65,000	1,20,000	10,65,000
• Commission	-	-	-	-	-	-	-	-
• Others, please specify	-	-	-	-	-	-	-	-
Total Managerial Remuneration	1,50,000	1,80,000	2,10,000	1,20,000	1,20,000	1,65,000	1,20,000	10,65,000
Overall Ceiling as per the Act	The Company only paid sitting fees to Non-executive and Independent directors and the amount of sitting fees are within the maximum prescribed limits as per the Act.							

*Resigned from the Board w.e.f 16th June, 2020

C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD during FY 2019-20.

S. no.	Particulars of Remuneration	Name of MD/ WTD/ Manager		
		Mr. Manish Khanna (Chief Financial Officer)	Mrs. Seema Narang (Company Secretary)	Total Amount (In ₹)
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	34,23,398	23,46,210	57,69,608
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2,04,000	-	2,04,000
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit			
	- Others, specify.			
5.	Others, please specify Provident Fund, Superannuation fund	1,75,643	2,45,615	4,21,258
	Total (A)	38,03,041	25,91,825	63,94,866

ANNEXURE VIII**VII. Penalties/punishment/compounding of offences**

Following penalties have been imposed on the Company by BSE Limited (BSE) and National Stock Exchange of India Limited regarding non-compliance of Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to composition of the Board of Directors of the Company:

S. no.	Name of Stock Exchange	Particulars of non-compliance	Amount of Penalty (in ₹)	Date of payment of fine
1.	BSE Limited (BSE)	<i>Regulation 17(1) – Non-compliance with the requirements pertaining to composition of the Board of Directors. One Independent Director of the Company had passed away and a new Independent Director was required to be appointed by the Company.</i>	5,900/-	15 th May, 2019
2.	National Stock Exchange of India Limited (NSE)		5,900/-	8 th May, 2019

For and on behalf of the Board

Sd/-

Umesh Talwar

Vice Chairman & Managing Director
(DIN: 00059271)

Sd/-

Anuj Talwar

Joint Managing Director
(DIN: 00628063)

Place: Gurugram
Date: 29th June, 2020