

## ANNEXURE VIII

## FORM NO. MGT.9

### EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2019

[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 : Talbros 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
- vi) Whether listed company : Yes  
Yes/ No
- vii) Name, Address and Contact Details of Registrar and Transfer agent, if any : Karvy Fintech Private Limited, Karvy 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	65.90%
2.	Manufacturing of Forgings	25910	34.10%

S. No.	Name & Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of shares held in the company	Applicable Section
1.	<b>Nippon Leakless Talbros Pvt Ltd.</b> 302, 3rd Floor, Eros Corporate Park, IMT Manesar, Gurugram- 122050, Haryana	U29199HR2005PTC035653	Joint Venture	40.00	2(6) of Companies Act, 2013
2.	<b>Magneti Marelli Talbros Chassis Systems Pvt Ltd</b> 14/1, Mathura Road, Faridabad- 121003, Haryana	U34300HR2012PTC044985	Joint Venture	50.00	2(6) of Companies Act, 2013
3.	<b>Talbros Marugo Rubber Pvt Ltd.</b> 14/1, Mathura Road, Faridabad- 121003, Haryana	U25200HR2012PTC046820	Joint Venture	50.00 (less one share)	2(6) of Companies Act, 2013

S. No.	Name & Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of shares held in the company	Applicable Section
4.	Talbros International Pvt. Ltd. 400, Udyog Vihar, Phase-III, Gurugram-122016, Haryana	U31909HR1980PTC010226	Associate	20.30	2(6) of Companies Act, 2013
5.	QH Talbros Pvt. Ltd.* 400, Udyog Vihar, Phase-III, Gurugram-122016, Haryana	U34102HR2014PTC052479	Associate	5.83	2(6) of Companies Act, 2013

\* QH Talbros Pvt. Ltd. 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				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTERS</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	1880840	0	1880840	15.23	1880840	0	1880840	15.23	0.00
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	41.40	5110350	0	5110350	41.40	0.00
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
<b>Sub-total (A) (1):-</b>	<b>6991190</b>	<b>0</b>	<b>6991190</b>	<b>56.63</b>	<b>6991190</b>	<b>0</b>	<b>6991190</b>	<b>56.63</b>	<b>0.00</b>
<b>(2) Foreign</b>									
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
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>6991190</b>	<b>0</b>	<b>6991190</b>	<b>56.63</b>	<b>6991190</b>	<b>0</b>	<b>6991190</b>	<b>56.63</b>	<b>0.00</b>
<b>B. PUBLIC SHAREHOLDING</b>									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	19287	1750	21037	0.17	10022	2625	12647	0.10	(0.07)
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	229000	0	229000	1.85	226967	0	226967	1.84	(0.01)
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify) - Foreign Portfolio Investors	10618	0	10618	0.09	13770	0	13770	0.11	0.02
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
<b>Sub-total (B)(1):-</b>	<b>258905</b>	<b>1750</b>	<b>260655</b>	<b>2.11</b>	<b>250759</b>	<b>2625</b>	<b>253384</b>	<b>2.05</b>	<b>(0.06)</b>
2. Non-Institutions									
a) Bodies Corp.	496083	6059	502142	4.07	502046	6022	508068	4.12	0.05
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	0	0	0	0.00					0.00
i) Individual shareholders holding nominal share capital upto ₹ 2 lacs	3605119	225061	3830180	31.02	3437587	188523	3626110	29.37	(1.65)
ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lacs	383808	0	383808	3.11	613218	0	613218	4.97	1.86
c) Others (specify)									
Non Resident Indians	232324	36428	268752	2.17	215021	36428	251449	2.03	(0.14)
Clearing Members	20458	0	20458	0.17	11306	0	11306	0.09	(0.08)
Trusts	140	0	140	0.00	140	0	140	0.00	0.00
NBFCs registered with RBI	7000	0	7000	0.06	1000	0	1000	0.01	(0.05)
IEPF	81305	0	81305	0.66	89765	0	89765	0.73	0.07
<b>Sub-total (B)(2):-</b>	<b>4826237</b>	<b>267548</b>	<b>5093785</b>	<b>41.26</b>	<b>4870083</b>	<b>230973</b>	<b>5101056</b>	<b>41.32</b>	<b>0.06</b>
<b>Total Public Shareholding (B)= (B)(1)+ (B)(2)</b>	<b>5085142</b>	<b>269298</b>	<b>5354440</b>	<b>43.37</b>	<b>5120842</b>	<b>233598</b>	<b>5354440</b>	<b>43.37</b>	<b>0.00</b>
<b>c) Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total (A+B+C)</b>	<b>12076332</b>	<b>269298</b>	<b>12345630</b>	<b>100.00</b>	<b>12112032</b>	<b>233598</b>	<b>12345630</b>	<b>100.00</b>	<b>0.00</b>

**(ii) Shareholding of Promoters:**

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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	422299	3.42	0.00	0.00
	<b>Total</b>	<b>854205</b>	<b>6.92</b>	<b>0.00</b>	<b>854205</b>	<b>6.92</b>	<b>0.00</b>	<b>0.00</b>

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

There was no change in Promoters' Shareholding during the year.

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

Sl. No.	Name	Shareholding	% of total shares of the company	Increase/ Decrease in Shares	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning of the year (01-04-18)/ end of the year (31-03-2019)				No. of shares	% of total shares of the Company
1.	<b>Talbro's International Pvt. Ltd.</b>	4571620 5110350	37.03 41.39	538730	Merger of Talbro's Motors Pvt Ltd and Talbro's International Pvt Ltd.	5110350	41.39
2.	<b>Kumkum Talwar</b>	450079 450079	3.65 3.65	-	Nil movement during the year	450079	3.65
3.	<b>Bimpi Talwar</b>	341197 341197	2.76 2.76	-	Nil movement during the year	341197	2.76
4.	<b>General Insurance Corporation of India</b>	229000 226967	1.85 1.84	(2033)	Market Sale	226967	1.84
5.	<b>Sanjeev Vinodchandra Parekh</b>	142481 142681	1.15 1.16	200	Market buy	142681	1.16
6.	<b>Gyan Enterprises Pvt. Ltd.</b>	136111 136111	1.10 1.10	-	Nil movement during the year	136111	1.10
7.	<b>Investor Education And Protection Fund Authority</b>	81305 89765	0.66 0.73	8460	Transfer to IEPF Authority	89765	0.73
8.	<b>Anuj Talwar</b>	62,851 62851	0.51 0.51	-	Nil movement during the year	62851	0.51
9.	<b>Ashok Kumar Lodha</b>	0 60000	0 0.49	0.49	Market Buy	60000	0.49
10.	<b>Vikrant Maloo</b>	51000 59500	0.41 0.48	8500	Market Buy	59500	0.48



**(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 (01-04-18)/ end of the year (31-03-2019)	% of total shares of the company		No. of shares	% of total shares of the company
1.	<b>Naresh Talwar</b> Chairman	422299 422299	3.42	Nil movement during the year	422299	3.42
2.	<b>Umesh Talwar</b> Vice Chairman & Managing Director	431906 431906	3.50	Nil movement during the year	431906	3.50
3.	<b>Varun Talwar</b> Jt. Managing Director	17985 17985	0.15	Nil movement during the year	17985	0.15
4.	<b>Vidur Talwar</b> Director	16176 16176	0.13	Nil movement during the year	16176	0.13
5.	<b>Anuj Talwar</b> Jt. Managing Director	62851 62851	0.51	Nil movement during the year	62851	0.51
6.	<b>Navin Juneja</b> Director	1353 1353	0.01	Nil movement during the year	1353	0.01
7.	<b>Amit Burman</b> Director	2627 2627	0.02	Nil movement during the year	2627	0.02

**Note:**

Mr. A.K Mehra, Mr. Rajeev Ranjan Vederah, Mr. V Mohan, 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 2018-19.

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/ accrued but not due for payment.

(Amt in ₹)

	Secured Loans (Long Term)	Secured Loans (Short Term)	Unsecured Loans (Short Term)	Deposits (Long term)	Deposits (Short Term)	Total Indebtness
<b>Indebtedness at the beginning of the financial year</b>						
i) Principal Amount	15,88,50,240.00	82,74,47,751.00	5,00,00,000.00	6,64,18,000.00	1,12,52,000.00	<b>1,11,39,67,991.00</b>
ii) Interest due but not paid	-	33,83,012.00	-	-	-	<b>33,83,012.00</b>
iii) Interest accrued but not due	7,97,554.00	19,78,994.00	12,80,207.00	57,12,711.00	-	<b>97,69,466.00</b>
<b>Total (i+ii+iii)</b>	<b>15,96,47,794.00</b>	<b>83,28,09,757.00</b>	<b>5,12,80,207.00</b>	<b>7,21,30,711.00</b>	<b>1,12,52,000.00</b>	<b>1,12,71,20,469.00</b>

(Amt in ₹)

	Secured Loans (Long Term)	Secured Loans (Short Term)	Unsecured Loans (Short Term)	Deposits (Long term)	Deposits (Short Term)	Total Indebtness
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**Change in Indebtedness during the financial year**

· Addition	36,87,26,155.00	15,66,71,257.00	-	-	-	<b>52,53,97,412.00</b>
· Reduction	14,17,43,981.00	-	-	2,41,35,744.00	12,52,000.00	<b>16,71,31,725.00</b>
Net Change	22,69,82,174.00	15,66,71,257.00	-	(2,41,35,744.00)	(12,52,000.00)	<b>35,82,65,687.00</b>

**Indebtedness at the end 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	<b>1,47,22,33,678.00</b>
ii) Interest due but not paid	47,566.00	41,05,541.05	-	-	-	<b>41,53,107.05</b>
iii) Interest accrued but not due	13,32,150.00	17,69,632.35	5,22,533.47	54,35,428.00	-	<b>90,59,744.14</b>
<b>Total (i+ii+iii)</b>	<b>38,72,12,130.32</b>	<b>88,99,94,181.40</b>	<b>15,05,22,533.47</b>	<b>4,77,17,684.00</b>	<b>1,00,00,000.00</b>	<b>1,48,54,46,529.19</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-time Directors and/ or Manager:**

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	15,402,000	13,178,400	28,580,400
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	950,400	830,940	1,781,340
	(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	1,187,196	1,030,236	2,217,432
	Provident Fund, Superannuation fund			
	<b>Total (A)</b>	<b>17,539,596</b>	<b>15,039,576</b>	<b>32,579,172</b>
	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:**

Particulars of Remuneration	Name of Directors								Total Amount (In ₹)
	Mr. Navin Juneja	Mr. V Mohan	Mr. A. K Mehra	Mr. Amit Burman	Mr. Rajive Sawhney*	Mr. R. R Vederah	Mrs. Priyanka Gulati**	Mr. Ajay Kumar Vij***	
	Non-Executive Director	Independent Director	Independent Director	Independent Director	Independent Director	Independent Director	Independent Director	Independent Director	
• Fee for attending board & committee meetings	1,40,000	1,80,000	2,00,000	1,55,000	45,000	1,10,000	1,05,000	30,000	9,65,000
• Commission	-	-	-	-	-	-	-	-	-
• Others, please specify	-	-	-	-	-	-	-	-	-
Total Managerial Remuneration	1,40,000	1,80,000	2,00,000	1,55,000	45,000	1,10,000	1,05,000	30,000	9,65,000
Overall Ceiling as per the Act	The Company only paid sitting fees to other directors and amount of sitting fees are within the maximum prescribed limits.								

\* Ceased to be a Director of the Company w.e.f. September 06, 2018.

\*\* Appointed as an Independent Director of the Company w.e.f. September 25, 2018.

\*\*\*Appointed as an Additional Director (Independent) of the Company w.e.f. January 02, 2019

**C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD**

S. no.	Particulars of Remuneration	Key Managerial Personnel		
		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	31,16,715	22,66,080	53,82,795
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	10,800	39,600	50,400
	(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	1,50,696	1,47,250	2,97,946
	<b>Total</b>	<b>32,78,211</b>	<b>24,52,930</b>	<b>57,31,141</b>

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES**

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

<b>S. No.</b>	<b>Name of Exchange</b>	<b>Particulars of non-compliance</b>	<b>Amount of Penalty (Amt in ₹)</b>	<b>Date of payment of fine</b>
1.	BSE Limited (BSE)	Regulation 17(1) - Non-compliance with the requirements pertaining to the composition of Board of Directors.	1,53,400/-	06-02-2019
2.	National Stock Exchange of India Limited (NSE)	Regulation 17(1) - Non-compliance with the requirements pertaining to the composition of Board of Directors.	1,53,400/-	13-02-2019

**For and on behalf of the Board**

**Sd/-**

**Umesh Talwar**

Vice Chairman & Managing Director  
[DIN: 00059271]

Place : New Delhi  
Dated: 29<sup>th</sup> May, 2019

**Sd/-**

**Anuj Talwar**

Joint Managing Director  
[DIN: 00628063]