

FORM NO. MGT.9 EXTRACT OF ANNUAL RETURN

ANNEXURE VIII

as on the financial year ended on 31st March, 2018

[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/ No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare 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	71%
2.	Manufacturing of Forgings	25910	29%

III. PARTICULARS OF HOLDING, SUBSIDIARY 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 Talbros Pvt Ltd. 302, 3rd Floor, Eros Corporate Park, IMT Manesar, Gurugram- 122050, Haryana	U29199HR2005PTC035653	Joint Venture	40.00	2(6) of Companies Act, 2013
2.	Magneti Marelli Talbros Chassis Systems Pvt Ltd 14/1, Mathura Road, Faridabad- 121003, Haryana	U34300HR2012PTC044985	Joint Venture	50.00	2(6) of Companies Act, 2013
3.	Talbros 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.	Talbros International Pvt. Ltd. 400, Udyog Vihar, Phase-III, Gurugram- 122016, Haryana	U31909HR1980PTC010226	Associate	18.85	2(6) of Companies Act, 2013

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	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2082438	0	2082438	16.87	1880840	0	1880840	15.23	(1.64)
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.	4908752	0	4908752	39.76	5110350	0	5110350	41.40	1.64
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	6991190	0	6991190	56.63	0.00
(2) Foreign									
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	6991190	0	6991190	56.63	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	15202	1750	16952	0.14	19287	1750	21037	0.17	0.03
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	250000	0	250000	2.03	229000	0	229000	1.85	(0.18)
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	16048	0	16048	0.12	10618	0	10618	0.09	(0.03)
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):-	281250	1750	283000	2.30	258905	1750	260655	2.11	(0.18)

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	
2. Non-Institutions									
a) Bodies Corp.	607583	7505	615088	4.98	496083	6059	502142	4.07	(0.91)
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	0	0	0.00	0.00
i) Individual shareholders holding nominal share capital upto ₹ 2 lacs	3061585	314472	3376057	27.35	3605119	225061	3830180	31.02	3.67
ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lacs	584835	0	584835	4.74	383808	0	383808	3.11	(1.63)
c) Others (specify)									
Non Resident Indians	324921	41675	366596	2.97	232324	36428	268752	2.17	(0.80)
Clearing Members	128724	0	128724	1.04	20458	0	20458	0.17	(0.87)
Trusts	140	0	140	0.00	140	0	140	0.00	0.00
NBFCs registered with RBI	0	0	0	0.00	7000	0	7000	0.06	0.06
IEPF	0	0	0	0.00	81305	0	81305	0.66	0.66
Sub-total (B)(2):-	4707788	363652	5071440	41.08	4826237	267548	5093785	41.26	0.18
Total Public Shareholding (B)= (B) (1)+ (B)(2)	4989038	365402	5354440	43.37	5085142	269298	5354440	43.37	0.00
c) Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	11980228	365402	12345630	100.00	12076332	269298	12345630	0.00	0.00

(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. Naresh Talwar	422299	3.42	0.00	422299	3.42	0.00	0.00
2.	Mr. Umesh Talwar	431906	3.50	0.00	431906	3.50	0.00	0.00
	Total	854205	6.92	0.00	854205	6.92	0.00	0.00

(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		Increase/Decrease in Shares	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning of the year (01-04-17)/ end of the year (31-03-2018)	% of total shares of the Company			No. of shares	% of total shares of the Company
1.	Talbro International Pvt. Ltd.	4370022	35.40	201598	Off market purchase	4571620	37.03
		4571620	37.03				
2.	Talbro Motors Pvt. Ltd.	538730	4.36	-	Nil movement during the year	538730	4.36
		538730	4.36				
3.	Kumkum Talwar	450079	3.65	-	Nil movement during the year	450079	3.65
		450079	3.65				
4.	Bimpi Talwar	341197	2.76	-	Nil movement during the year	341197	2.76
		341197	2.76				
5.	General Insurance Corporation of India	229000	1.85	-	Nil movement during the year	229000	1.85
		229000	1.85				
6.	Sanjeev Vinodchandra Parekh	142481	1.15	-	Nil movement during the year	142481	1.15
		142481	1.15				
7.	Gyan Enterprises Pvt. Ltd.	136111	1.10	-	Nil movement during the year	136111	1.10
		136111	1.10				
8.	Investor Education And Protection Fund Authority	0	0.00	81305	Transfer to IEPF Authority	81305	0.66
		81305	0.66				
9.	Pranav Kumarpal Parekh	54923	0.45	-	Nil movement during the year	54923	0.45
		54923	0.45				
10.	Vikrant Maloo	63000	0.51	(12000)	Market Sale	51000	0.41
		51000	0.41				

(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 (01-04-17)/ end of the year (31-03-2018)	% of total shares of the Company		No. of shares	% of total shares of the Company
1.	Naresh Talwar Chairman	422299 422299	3.42	Nil movement during the year	422299	3.42
2.	Umesh Talwar Vice Chairman & Managing Director	431906 431906	3.50	Nil movement during the year	431906	3.50
3.	Varun Talwar Jt. Managing Director	17985 17985	0.15	Nil movement during the year	17985	0.15
4.	Vidur Talwar Director	16176 16176	0.13	Nil movement during the year	16176	0.13
5.	Anuj Talwar Jt. Managing Director	62851 62851	0.51	Nil movement during the year	62851	0.51
6.	Navin Juneja Director	1353 1353	0.01	Nil movement during the year	1353	0.01
7.	Amit Burman Director	2627 2627	0.02	Nil movement during the year	2627	0.02

Note:

Mr. A.K Mehra, Mr. Rajeev Ranjan Vederah, Mr. Rajive Sawhney, Mr. Venkatraman Mohan, Mrs. Pallavi Sadanand Poojari,* 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 2017-18.

*Mrs. Pallavi Sadanand Poojari has resigned from directorship of the Company w.e.f. 23rd August, 2017.

V. INDEBTEDNESS

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

	(Amount in ₹)					
	Secured Loans (Long Term)	Secured Loans (Short Term)	Unsecured Loans (Short Term)	Deposits (Long term)	Deposits (Short Term)	Total Indebtness
Indebtedness at the beginning of the financial year						
i) Principal Amount	17,20,06,262.00	75,63,51,817.00	8,50,00,000.00	7,36,91,000.00	1,44,08,000.00	1,10,14,57,079.00
ii) Interest due but not paid	1,068.00	44,34,924.00	-	-	-	44,35,992.00
iii) Interest accrued but not due	2,97,470.00	10,21,140.00	14,74,232.00	39,39,309.00	-	67,32,151.00
Total (i+ii+iii)	17,23,04,800	76,18,07,881.00	8,64,74,232.00	7,76,30,309.00	1,44,08,000.00	1,11,26,25,222.00

(Amount in ₹)

	Secured Loans (Long Term)	Secured Loans (Short Term)	Unsecured Loans (Short Term)	Deposits (Long term)	Deposits (Short Term)	Total Indebtness
Change in Indebtedness during the financial year						
• Addition	9,76,17,474.00	7,10,95,934.00	-	-	-	16,87,13,408.00
• Reduction	11,07,73,496.00	-	3,50,00,000.00	99,12,800.00	31,56,000.00	15,88,42,296.00
Net Change	(1,31,56,022.00)	7,10,95,934.00	(3,50,00,000.00)	(99,12,800.00)	(31,56,000.00)	98,71,112.00
Indebtedness at the end of the financial year						
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	1,11,39,67,991.00
ii) Interest due but not paid	-	33,83,012.00	-	-	-	33,83,012.00
iii) Interest accrued but not due	7,97,554.00	19,78,994.00	12,80,207.00	57,12,711.00	-	97,69,466.00
Total (i+ii+iii)	15,96,47,794.00	83,28,09,757.00	5,12,80,207.00	7,21,30,711.00	1,12,52,000.00	1,12,71,20,469.00

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	98,94,000	69,36,000	1,68,30,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1,89,600	3,03,594	4,93,194
	(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	7,98,396	5,89,596	13,87,992
	Total (A)	1,08,81,996	78,29,190	1,87,11,186
	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 Director		

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. Pallavi Sadanand Poojari*	
	Non-Executive Director	Independent Director	Independent Director	Independent Director	Independent Director	Independent Director	Independent Director	
•Fee for attending board & committee meetings	80,000	1,20,000	1,20,000	90,000	60,000	60,000	20,000	5,50,000
•Commission	-	-	-	-	-	-	-	-
•Others, please specify	-	-	-	-	-	-	-	-
Total Managerial Remuneration	80,000	1,20,000	1,20,000	90,000	60,000	60,000	20,000	5,50,000
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.							

* Mrs. Pallavi Sadanand Poojari has resigned from directorship of Company w.e.f. 23rd August, 2017.

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

S. no.	Particulars of Remuneration	Key Managerial Personnel		Total Amount (In ₹)
		Mr. Manish Khanna (Chief Financial Officer)	Mrs. Seema Narang (Company Secretary)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	27,64,813	19,77,401	47,42,214
	(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, Superannuation fund	1,50,696	1,32,367	2,83,063
	Total (A)	29,26,309	21,49,368	50,75,677

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

During the year 2017-18, there were no penalties/ punishment/ compounding of offences under the Companies Act, 2013.