

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

- (i) * Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- 14/1, DELHI MATHURA ROAD, P.O.AMAR NAGAR, NA
FARIDABAD
Haryana
121003
India
- (c) * e-mail ID of the company
- (d) * Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | Type of the Company | Category of the Company | Sub-category of the Company |
|---------------------|---------------------------|-------------------------------|
| Public Company | Company limited by shares | Indian Non-Government company |
- (v) Whether company is having share capital Yes No
- (vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Ltd.	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 25/09/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C11	Motor vehicles, trailers, semi trailers and other Transport Vehicles	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 6

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	MARELLI TALBROS CHASSIS SY	U34300HR2012PTC044985	Joint Venture	50
2	TALBROS MARUGO RUBBER PF	U25200HR2012PTC046820	Joint Venture	50

3	TALBROS INTERNATIONAL PRIVATE LIMITED	U31909HR1980PTC010226	Associate	20.25
4	QH TALBROS PRIVATE LIMITED	U34102HR2014PTC052479	Associate	5.83
5	TALBROS INDIPARTS PRIVATE LIMITED	U50100HR2006PTC036192	Associate	0
6	NLK GASKET INDIA PRIVATE LIMITED	U29199HR2005PTC035653	Joint Venture	40

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	100,000,000	61,728,150	61,728,150	61,728,150
Total amount of equity shares (in Rupees)	200,000,000	123,456,300	123,456,300	123,456,300

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	100,000,000	61,728,150	61,728,150	61,728,150
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	200,000,000	123,456,300	123,456,300	123,456,300

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	185,864	12,159,766	12345630	123,456,300	123,456,300	
Increase during the year	743,456	48,657,394	49400850	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	743,456	48,657,394	49400850			
Split/Sub division						
Decrease during the year	18,330	0	18330	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify	18,330	0	18330			
Dematerialised						
At the end of the year	910,990	60,817,160	61728150	123,456,300	123,456,300	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE187D01029

(ii) Details of stock split/consolidation during the year (for each class of shares)

1

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	12,345,630		
	Face value per share	10		
After split / Consolidation	Number of shares	61,728,150		
	Face value per share	2		

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text" value="25/09/2023"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

7,782,668,000

(ii) Net worth of the Company

5,110,210,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	9,592,200	15.54	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	26,477,983	42.89	0	
10.	Others		0	0	
	Total	36,070,183	58.43	0	0

Total number of shareholders (promoters)

9

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	21,477,348	34.79	0	
	(ii) Non-resident Indian (NRI)	1,200,895	1.95	0	
	(iii) Foreign national (other than NRI)	1,000	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	2,500	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	77,239	0.13	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,209,594	3.58	0	
10.	Others Alternate Investment Fund,	689,391	1.12	0	
	Total	25,657,967	41.57	0	0

Total number of shareholders (other than promoters)

61,279

**Total number of shareholders (Promoters+Public/
Other than promoters)**

61,288

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
SOMERVILLE TRADING	JPMorgan Chase Bank, N.A. India			16,897	0.03
SOCIETE GENERALE - C	SBI-SG GLOBAL SECURITIES SERVI			1,780	0
COPTHALL MAURITIUS	C/O IQ EQ CORPORATE SERVICES (7,104	0.01
QUADRATURE CAPITA	29 BOULEVARD HAUSSMANN PAF			51,368	0.09

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	9	9
Members (other than promoters)	37,024	61,279
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	1	1	1	0	0
B. Non-Promoter	1	9	1	9	0	0
(i) Non-Independent	1	3	1	3	0	0
(ii) Independent	0	6	0	6	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	10	2	10	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

14

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Naresh Talwar	00059155	Managing Director	1,406,320	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Umesh Talwar	00059271	Managing Director	937,550	
Varun Talwar	00263984	Whole-time director	1,406,320	
Vidur Talwar	00114643	Director	1,406,320	
Anuj Talwar	00628063	Whole-time director	1,875,090	
Navin Juneja	00094520	Director	9,940	
Anil Kumar Mehra	00004654	Director	0	
Ajay Kumar Vij	00164984	Director	0	
Amit Burman	00042050	Director	13,125	
Priyanka Gulati	07087707	Director	0	
Deepak Jain	00004972	Director	0	
Tarun Singhal	07056960	Director	0	
Manish Khanna	AFNPK9894A	CFO	0	
Seema Narang	ACRPN4358F	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	25/09/2023	44,693	135	61.2

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/05/2023	12	11	91.67
2	08/08/2023	12	10	83.33
3	08/11/2023	12	12	100
4	22/12/2023	12	9	75
5	07/02/2024	12	11	91.67

C. COMMITTEE MEETINGS

Number of meetings held

11

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	16/05/2023	4	4	100
2	Audit Committee	08/08/2023	4	3	75
3	Audit Committee	08/11/2023	4	3	75
4	Audit Committee	07/02/2024	4	3	75
5	Stakeholders'	16/05/2023	3	3	100
6	Stakeholders'	08/08/2023	3	3	100
7	Stakeholders'	08/11/2023	3	3	100
8	Stakeholders'	07/02/2024	3	3	100
9	Nomination & I	11/03/2024	3	3	100
10	Corporate Soc	07/11/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								25/09/2024
								(Y/N/NA)

1	Naresh Talwar	5	4	80	0	0	0	Yes
2	Umesh Talwar	5	5	100	2	2	100	Yes
3	Varun Talwar	5	5	100	0	0	0	Yes
4	Vidur Talwar	5	5	100	0	0	0	Yes
5	Anuj Talwar	5	5	100	4	4	100	Yes
6	Navin Juneja	5	4	80	10	10	100	Yes
7	Anil Kumar Me	5	5	100	5	5	100	No
8	Ajay Kumar Vi	5	5	100	1	1	100	Yes
9	Amit Burman	5	2	40	0	0	0	No
10	Priyanka Gula	5	5	100	4	4	100	Yes
11	Deepak Jain	5	4	80	0	0	0	No
12	Tarun Singhal	5	4	80	5	5	100	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Umesh Talwar	Vice Chairman &	10,164,000	0	0	9,335,676	19,499,676
2	Mr. Anuj Talwar	Joint Managing	10,164,000	0	0	9,335,676	19,499,676
	Total		20,328,000	0	0	18,671,352	38,999,352

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Manish Khanna	CFO	3,066,528	0	0	2,479,558	5,546,086
2	Mrs. Seema Narang	Company Secre	2,311,932	0	0	1,411,885	3,723,817
	Total		5,378,460	0	0	3,891,443	9,269,903

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Navin Juneja	Non-Executive M	0	0	0	180,000	180,000
2	Mr. Anil Kumar Meh	Independent Dir	0	0	0	210,000	210,000
3	Mr. Amit Burman	Independent Dir	0	0	0	75,000	75,000
4	Mrs. Priyanka Gulat	Independent Dir	0	0	0	210,000	210,000
5	Mr. Tarun Singhal	Independent Dir	0	0	0	120,000	120,000
6	Mr. Ajay Kumar Vij	Independent Dir	0	0	0	150,000	150,000
7	Mr. Deepak Jain	Independent Dir	0	0	0	120,000	120,000
	Total		0	0	0	1,065,000	1,065,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- * A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No
- B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

KIRAN SHARMA

Whether associate or fellow

Associate Fellow

Certificate of practice number

3116

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 09 dated 29/05/2019

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

UMESH
TALWAR

DIN of the director

0*0*9*7*

To be digitally signed by

KIRAN
SHARMA

Digitally signed by
KIRAN SHARMA
Date: 2024.11.23
15:02:41 +05'30'

Company Secretary

Company secretary in practice

Membership number

4*4*

Certificate of practice number

3*1*

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

ListofShareholders.pdf
Share Transfer Details.pdf
Committee Meeting details.pdf
Certified True Copy.pdf
MGT-8_TACL.pdf
Clarification letter.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company