

August 12, 2016

To
Tilaknagar Industries Ltd.
P.O. Tilaknagar, Tal. Shirampur,
Dist. Ahmednagar, Shirampur,
Maharashtra-413720

Sub: Notice pursuant to Section 160 of the Companies Act, 2013

Dear Sir(s),

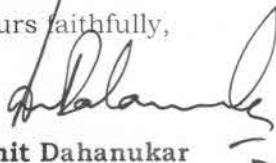
Pursuant to the provisions of Section 160 of the Companies Act 2013, I, Amit Dahanukar, Member of the Company holding 29,844,552 equity shares under DP ID/Client IDs: IN30047640418035, IN30051313002322 and 1201060002671831 hereby give notice of my intention to propose candidature of Mr. Kishorekumar Ganpatrao Mhatre as an Independent Director of the Company in the ensuing Annual General Meeting of the Company.

In this regard, please find enclosed herewith a cheque dated August 12, 2016 for Rs. 1,00,000/- in favour of Tilaknagar Industries Ltd. in respect of deposit as stipulated under Section 160(1) of the Companies Act, 2013 along with consent given by Mr. Kishorekumar Ganpatrao Mhatre to act as a Director of the Company, declaration that he is not disqualified from being appointed as a Director and declaration regarding meeting the criteria of independence as stipulated under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,



Amit Dahanukar
DP ID/Client IDs:
IN30047640418035;
IN30051313002322;
1201060002671831
Encls: a/a



Corporate Office : Industrial Assurance Building, 3rd Floor, Churchgate, Mumbai - 400 020.

Tel.: +91 22 2283 1716/18 • **Fax :** +91 22 2204 6904 • **E-mail :** adahanukar@tilind.com

Regd. Office & Works : P. O. Tilaknagar, Tal. Shirampur, Dist. Ahmednagar, Maharashtra - 413 720.

Tel.: (02422) 265 123 / 265 032 • **Fax :** (02422) 265 135 • **E-mail :** regoff@tilind.com • **Website :** www.tilind.com

Draft Letter of Appointment

Date: _____

To,
Mr. Kishorekumar G. Mhatre (DIN: 07527683)
408, Floor – 4, Plot-CS 314, Vinayak Apartment,
NL Parelkar Road, Pratapgad CHS, Kuber Gully,
Parel Village, Parel, Mumbai – 400012

Sub: Appointment as Non-Executive Independent Director under Companies Act, 2013

Dear Sir,

We are pleased to inform you that Members of the Company have, at the Annual General Meeting held on _____, approved your appointment as an Independent Director of the Company for a period of five consecutive years from June 09, 2016 up to June 08, 2021 (both days inclusive).

This letter of appointment is being issued in line with the requirements of the Companies Act, 2013 and this is a contract for service and is not a contract of employment.

Appointment

Your term as an Independent Director shall expire on June 08, 2021 subject to your meeting the criteria for being an Independent Director and not being disqualified to be Director under the applicable regulations and you shall not be subject to retirement by rotation during this period.

Re-appointment at the end of the term shall be based on the outcome of performance evaluation process and you continuing to meet the independence criteria, subject to the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard.

Role on the Board

As a Non-Executive Independent Director you are expected to bring objectivity and independence of view to the Board's discussion and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuing high standards of financial probity and corporate governance.

In addition to routine Board Meetings, you should allow time for Committee Meetings, preparatory work and travel, and ensure that you are in a position to make the necessary overall time commitment.

Apart from the existing Committee Membership held, you may be nominated on one or more committees of the Board and in such event you will be provided with the relevant Committee's terms of reference and any specific responsibilities.

Duties and Liabilities

The duties and liabilities that come with your appointment would be as per the provisions of Companies Act, 2013 (including Rules thereunder) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other laws applicable to the Company, Company's policies, Code of Conduct and the Articles of Association of the Company, as may be amended from time to time.

You will apply the highest standards of confidentiality, and not disclose to any person or company (whether during the course of the tenure as Non-Executive Independent Director or at any time after its cessation), any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as a Director, except as permitted by law or with prior clearance from the Board of Directors.

You will follow the Company's Code of Conduct for Prevention of Insider Trading and the requirements under the Companies Act, 2013 and SEBI Regulations, which inter-alia requires that price-sensitive information is not used or transmitted and maintained securely. You should not make any statements that might risk a breach of these requirements.

In case you so desire, Company would provide support to help you familiarise yourself with the relevant duties and obligations.

Participation in Board/Committee Meetings through video conferencing etc.

You may give your consent by advance notification to the Company Secretary to participate in any meeting(s) of the Board or Committee of Directors, when necessary through video conferencing or other audio visual means, except for matters not to be so dealt under the Companies Act, 2013.

Evaluation Processes

Your performance evaluation shall be done by the Independent Directors annually, without your participation. You will participate in reviewing the performance of other Directors and the Board as a whole.

Availability of Directors' and Officers' Liability Insurance

The Company has Directors' and officers' liability Insurance and such cover shall be maintained during your tenure of appointment.

Remuneration

Your annual remuneration will be as under:

- a) Sitting fees for attending each Meeting of the Board and its Committee as may be determined by the Board from time to time; and
- b) Commission that may be determined by the Board based on the performance of the Company and your performance evaluated by the Board of Directors.

You will be entitled to take reimbursement of expenses incurred by you in connection with attending the Board Meetings, Committee Meetings, General Meetings and other meetings in relation to the business of the Company.

Pursuant to the provisions of the Companies Act, 2013 you will not be entitled to any stock options during your tenure as Independent Director.

Training

You will be familiarized with the business and affairs of the Company, its growth plans, the peculiarities of the industry in which it operates, its goals and expectations and long term plans and objectives from time to time.

Publication of the letter of appointment

In line with provision of sub clause 6 of clause IV of Schedule IV to the Companies Act, 2013, the Company will be making public the terms and conditions of your appointment and will also be posting the same on the Company's website.

General

All the terms as mentioned above including your appointment, professional conduct, role and functions, duties and evaluation shall be governed by the Companies Act, 2013 and Rules made thereunder and Corporate Governance requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

This Letter and any non-contractual obligations arising out of or in connection with this Letter are governed by, and shall be construed in accordance with the laws of India and subject to the exclusive jurisdiction of the Courts of India.

Yours sincerely,

For Tilaknagar Industries Ltd.

Amit Dahanukar
Chairman & Managing Director