

RESULT OF POSTAL BALLOT

Pursuant to the provisions of Section 192(A) of the Companies Act, 1956, read with the Companies(Passing of the Resolution by Postal Ballot) Rules, 2011, the approval of the shareholders was sought by postal ballot for :

Sl No.	Type of Resolution	Particulars
1	Special Resolution	Authorization for ESOP Scheme -2012
2	Special Resolution	Approval for extension of the benefits of ESOP Scheme -2012 to the eligible employees of subsidiary Companies
3	Special Resolution	Alteration in Article 163(a) of the Articles of Association of the Company
4	Special Resolution	Insertion of Article 162A in the Article of Association of the Company

The last date for receipt of the postal ballot forms, duly completed by the Members was Monday, May 21, 2012 and the voting rights were reckoned as on April 21, 2012.

Mr. R.T. RajGuroo, Practicing Company Secretary was appointed as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The Postal Ballots were duly scrutinized by the Scrutinizer and the Report dated May 24, 2012 was submitted by him. Based on the said Report of the Scrutinizer, the results of Postal Ballot are declared as under :



ITEM NO.1 - AUTHORIZATION FOR ESOP SCHEME-2012 OF THE COMPANY.

Resolution required: Special Resolution

Mode of voting: Postal ballot

Voting Results:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$(3)=[(2)/(1)]*100$	4	5	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	67,694,575	67,121,294	99.15	67,121,294	0	100.00	0
Public-Institutional holders	21,513,041	0	0	0	0	0	0
Public-Others	30,794,156	3,215,499	10.44	3,124,876	90,623	97.18	2.92
Total	120,001,772	70,336,793	58.61	70,246,170	90,623	99.87	0.13



ITEM NO.2 - APPROVAL FOR EXTENSION OF THE BENEFITS OF ESOP SCHEME-2012 TO THE ELIGIBLE EMPLOYEES OF SUBSIDIARY COMPANIES

Resolution required: Special Resolution

Mode of voting: Postal ballot

Voting Results:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes-in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	67,694,575	67,121,294	99.15	67,121,294	0	100.00	0
Public-Institutional holders	21,513,041	0	0	0	0	0	0
Public-Others	30,794,156	3,213,102	10.43	3,119,110	93,992	97.18	2.93
Total	120,001,772	70,334,396	58.61	70,240,404	93,992	99.87	0.13



ITEM NO.3 - ALTERATION IN ARTICLES 163(A) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

Resolution required: Special Resolution

Mode of voting: Postal ballot

Voting Results:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	67,694,575	67,121,294	99.15	67,121,294	0	100.00	0
Public-Institutional holders	21,513,041	0	0	0	0	0	0
Public-Others	30,794,156	3,213,477	10.43	3,120,654	92,823	97.11	2.89
Total	120,001,772	70,334,771	58.61	70,241,948	92,823	99.87	0.13



ITEM NO.4 - INSERTION OF ARTICLE 162A IN THE ARTICLE OF ASSOCIATION OF THE COMPANY.

Resolution required: Special Resolution

Mode of voting: Postal ballot

Voting Results:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	67,694,575	67,121,294	99.15	67,121,294	0	100.00	0
Public-Institutional holders	21,513,041	0	0	0	0	0	0
Public-Others	30,794,156	3,204,771	10.41	3,109,284	95,847	97.0	2.98
Total	120,001,772	70,326,065	58.60	70,230,578	95,847	99.86	0.14

On the basis of the report submitted by the Scrutinizer, I, Shivani Amit Dahanukar, Executive Director of the Company hereby declare all the aforesaid resolutions bearing no. 1 to 4 as passed by requisite majority.

For Tilaknagar Industries Ltd.

**Place : Mumbai
Date : May 24, 2012**


**Shivani Amit Dahanukar
Executive Director**