

**TILAKNAGAR INDUSTRIES LTD. (TI)**

CIN: L15420PN1933PLC133303

Registered Office : P.O. Tilaknagar, Tal. Shrirampur,
Dist. Ahmednagar, Maharashtra-413 720

Email: investor@tilind.com; Website: www.tilind.com

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NOTICE

Pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Notice is hereby given to the Members of Tilaknagar Industries Ltd. ("the Company") that the Company is seeking approval of the Members by Postal Ballot (which includes electronic voting) for the following special business:

1. Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for authorizing the Board of Directors to borrow moneys on behalf of the Company upto a sum not exceeding Rs. 1000 Crores;
2. Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for authorizing the Board of Directors to create mortgage/pledge/ hypothecation/charge on all or any of the movable/ immovable properties of the Company for securing the borrowings of the Company upto a sum not exceeding Rs. 1000 Crores;
3. Special Resolution under Section 94 of the Companies Act, 2013 for granting approval to keep the Register of Members and copies of Annual Returns alongwith annexures in Mumbai at the office of Registrar and Share Transfer Agents of the Company;
4. Special Resolution under Section 14 of the Companies Act, 2013 for adopting a new set of Articles of Association of the Company in alignment with the Companies Act, 2013; and
5. Special Resolution under Section 197 of the Companies Act, 2013 for granting approval for making payment of Commission to the Non-Executive Directors(including Independent Directors) of the Company.

The Board of Directors has, in its meeting held on May 26, 2014, appointed Mr. R. T. RajGuroo, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot process and also to scrutinize the e-voting process.

The Company is also providing facility for voting through electronic mode (e-voting) through Central Depository Services (India) Limited ("CDSL") e-voting platform. The procedure of e-voting is given in the notes to the Notice of Postal Ballot. For any queries or issues regarding e-voting, Members may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an e-mail to helpdesk.evoting@cdslindia.com.

The Company has completed the dispatch/e-mail of Postal Ballot Notice along with explanatory statement on June 26, 2014 to all the Members whose names appear on the register of members/statement of beneficial ownership furnished by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, June 20, 2014. The voting rights shall be reckoned in proportion to the paid-up value of the equity shares registered in the name of the Members as on Friday, June 20, 2014.

Voting by Postal Ballot including e-voting shall commence on Friday, June 27, 2014 at 10:00 a.m. and end on Saturday, July 26, 2014 at 06:00 p.m. Any Postal Ballot received from the Members beyond the said date and time will not be valid and voting by post or by electronic means shall not be allowed beyond the said date and time.

Members, who have not received the Postal Ballot Forms or Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form or having any grievances pertaining to the Postal Ballot process may send e-mail to Company Secretary at investor@tilind.com or write to Registrar and Share Transfer Agents i.e. M/s Bigshare Services Pvt. Ltd., Unit: Tilaknagar Industries Ltd., E-2/3, Ansa Industrial Estate, Sakivihar Road, SakiNaka, Andheri(East), Mumbai - 400 072 for seeking duplicate Postal Ballot Form or redressal of their grievances.

The notice of the Postal Ballot along with the explanatory statement and other annexures is also displayed on the website of the Company at www.tilind.com.

The results of the Postal Ballot shall be announced by Chairman & Managing Director on Friday, August 01, 2014 at 04.00 p.m. at the Corporate Office of the Company at 3rd Floor, Industrial Assurance Building, Churchgate, Mumbai - 400 020. In addition to the results being communicated to National Stock Exchange of India Limited and BSE Limited, the same along with the Scrutinizer Report shall also be displayed at the Company's Corporate Office and on its website i.e. www.tilind.com. The results of the Postal Ballot shall also be published in the newspapers.

By order of the Board
For Tilaknagar Industries Ltd.
Sd/-

Place : Mumbai
Date : June 26, 2014

Gaurav Thakur
Company Secretary