

RESULTS OF POSTAL BALLOT (INCLUDING E-VOTING)

The Board of Directors of the Company had in its Meeting held on May 26, 2014 decided to conduct Postal Ballot pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for seeking approval of the Members of the Company for matters stated in the notice of Postal Ballot dated May 26, 2014 read with the explanatory statements attached thereto. Saturday, July 26, 2014 up to 6.00 p.m. was fixed as the time for e-voting and receipt of duly completed Postal Ballot forms from the Members of the Company.

The Company had, on June 26, 2014, dispatched/e-mailed the Postal Ballot Notice dated May 26, 2014 to the Members of the Company as on June 20, 2014 ("the cut-off date") for seeking their approval with respect to the abovementioned business. The voting rights were reckoned in proportion to the paid-up value of the equity shares (12,42,72,838 equity shares) registered in the name of 27,347 Members as on Friday, June 20, 2014. Notice to this effect was also published in the newspapers viz. Business Standard (June 27, 2014), Aklamahanagar (June 27, 2014) and Gavkari (June 28, 2014).

The Company had also offered e-voting facility through CDSL to all the Members of the Company in compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement to enable them to cast their votes electronically.

Summary of the votes casted through Postal Ballot forms and e-voting is given below:

A) Total Votes Received:

Item No.	No. of Votes	No. of Shares
Item No. 1	470	7,92,21,255
Item No. 2	470	7,92,21,255
Item No. 3	470	7,92,21,255
Item No. 4	470	7,92,21,255
Item No. 5	470	7,92,21,255

B) Invalid Votes:

Item No.	No. of Votes	No. of Shares
Item No. 1	69	56,420
Item No. 2	71	56,920
Item No. 3	71	56,920
Item No. 4	73	57,335
Item No. 5	75	89,48,430

C) Valid Votes:

Item No.	No. of Votes	No. of Shares
Item No. 1	401	7,91,64,835
Item No. 2	399	7,91,64,335
Item No. 3	399	7,91,64,335
Item No. 4	397	7,91,63,920
Item No. 5	395	7,02,72,825

The Board of Directors had appointed Mr. R. T. RajGuroo, Practicing Company Secretary as Scrutinizer for scrutinizing the Postal Ballot forms including votes casted through e-voting in a fair and transparent manner. He has submitted his Report on August 01, 2014 to the undersigned.

- Based on the said report of the Scrutinizer, results of Postal Ballot are declared as under:

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For TILAKNAGAR INDUSTRIES LTD.

7/6/14
COMPANY SECRETARY



ITEM No. 1 of the Notice of Postal Ballot dated May 26, 2014

Details of Agenda	Authorization to the Board of Directors to borrow moneys on behalf of the Company up to a sum not exceeding Rs. 1000 Crores pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013
Resolution required	Special Resolution
Mode of voting	Postal Ballot including e-voting

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	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100.00	0
Public-Institutional holders	2,55,85,149	90,20,500	35.26	90,20,500	0	100.00	0
Public-Others	3,01,16,021	15,72,667	5.22	15,63,930	8,737	99.44	0.56
Total	12,42,72,838	7,91,64,835	63.70	7,91,56,098	8,737	99.99	0.01

ITEM No. 2 of the Notice of Postal Ballot dated May 26, 2014

Details of Agenda	Authorization to 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 up to a sum not exceeding Rs. 1000 Crores pursuant to the provisions of the Section 180(1)(a) of the Companies Act, 2013
Resolution required	Special Resolution
Mode of voting	Postal Ballot including e-voting

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	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100.00	0
Public-Institutional holders	2,55,85,149	90,20,500	35.26	90,20,500	0	100.00	0
Public-Others	3,01,16,021	15,72,167	5.22	15,63,094	9,073	99.42	0.58
Total	12,42,72,838	7,91,64,335	63.70	7,91,55,262	9,073	99.99	0.01

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ITEM No. 3 of the Notice of Postal Ballot dated May 26, 2014

Details of Agenda	Approval for keeping the Register of Members and copies of Annual Returns along with annexures in Mumbai at the office of Registrar and Share Transfer Agents of the Company pursuant to the provisions of Section 94 of the Companies Act, 2013
Resolution required	Special Resolution
Mode of voting	Postal Ballot including e-voting

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	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100	0
Public-Institutional holders	2,55,85,149	90,20,500	35.26	90,20,500	0	100	0
Public-Others	3,01,16,021	15,72,167	5.22	15,68,265	3,902	99.75	0.25
Total	12,42,72,838	7,91,64,335	63.70	7,91,60,433	3,902	99.99	0.01

ITEM No. 4 of the Notice of Postal Ballot dated May 26, 2014

Details of Agenda	Adoption of a new set of Articles of Association of the Company in alignment with the Companies Act, 2013 pursuant to the provisions of Section 14 of the Companies Act, 2013
Resolution required	Special Resolution
Mode of voting	Postal Ballot including e-voting

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	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100.00	0
Public-Institutional holders	2,55,85,149	90,20,500	35.26	88,90,000	1,30,500	98.55	1.45
Public-Others	3,01,16,021	15,71,752	5.22	15,69,140	2,612	99.83	0.17
Total	12,42,72,838	7,91,63,920	63.70	7,90,30,808	1,33,112	99.83	0.17

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ITEM No. 5 of the Notice of Postal Ballot dated May 26, 2014

Details of Agenda	Granting approval to the Board of Directors for making payment of Commission to the Non-Executive Directors(including Independent Directors) of the Company pursuant to the provisions of Section 197 of the Companies Act, 2013
Resolution required	Special Resolution
Mode of voting	Postal Ballot including e-voting

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	$(3) = \frac{(2)}{(1)} \times 100$	4	5	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100.00	0
Public- Institutional holders	2,55,85,149	1,30,500	0.51	1,30,500	0	100.00	0
Public-Others	3,01,16,021	15,70,657	5.22	15,51,857	18,800	98.80	1.20
Total	12,42,72,838	7,02,72,825	56.55	7,02,54,025	18,800	99.97	0.03

I, Amit Dahanukar, Chairman & Managing Director of Tilaknagar Industries Ltd., on the basis of the aforesaid results as submitted by Mr. R.T. RajGuroo, the Scrutinizer, declare the Special Resolutions under Item No. 1 to 5 of the Notice of Postal Ballot dated May 26, 2014 passed by requisite majority on August 01, 2014 at 4.00 p.m. at the Corporate Office of the Company.

Place: Mumbai
Date : August 01, 2014



For Tilaknagar Industries Ltd.

Amit Dahanukar
Chairman & Managing Director

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For TILAKNAGAR INDUSTRIES LTD.

COMPANY SECRETARY



R. T. RAJGUROO

COMPANY SECRETARIES

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Ph.: 2538 0966/ 2544 0126 Cell : 88794 10333 / 98696 99875 / 98696 99952
E-mail : rrajguroo@yahoo.co.in / pmvala@yahoo.co.in

Date: July 30, 2014

The Chairman & Managing Director
Tilaknagar Industries Ltd.
Corp. Office: 3rd Floor, Industrial Assurance Building,
Churchgate, Mumbai - 400020

Dear Sir,

Sub : Scrutiny of Postal Ballot Forms received in respect of following business proposed vide Notice of Postal Ballot dated May 26, 2014 and as mentioned under Item No.1 to 5 of the Notice:

Item No.1- Special Resolution for authorization to the Board of Directors to borrow moneys on behalf of the Company;

Item No.2 Special Resolution for authorization to the Board of Directors to create mortgage/pledge/hypothecation/charge on all or any of the movable/immovable properties of the Company;

Item No.3 - Special Resolution for granting approval for keeping the Register of Members and copies of Annual Return along with annexures in Mumbai at the office of Registrar and Share Transfer Agents of the Company;

Item No.4 - Special Resolution for adoption of a new set of Articles of Association of the Company in alignment with the Companies Act'2013 and

Item No.5 - Special Resolution for authorization for making payment of Commission to the Non-Executive Directors (including Independent Directors) of the Company

I was appointed as the Scrutinizer by the Board of Directors on May 26, 2014 to scrutinize the votes on the aforesaid resolutions which could be cast by Postal Ballot(including voting through electronic means). I am submitting herewith my report for your perusal and record.

Thanking you,

Yours faithfully,


(CS R T RajGuroo)
Encl:a/a.

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For TILAKNAGAR INDUSTRIES LTD.


COMPANY SECRETARY



R. T. RAJGUROO

COMPANY SECRETARIES

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E-mail : rrojguroo@yahoo.co.in / pmvala@yahoo.co.in

SCRUTINIZER'S REPORT

The Chairman & Managing Director,
Tilaknagar Industries Ltd.
Corp. Office: 3rd Floor, Industrial Assurance Building,
Churchgate, Mumbai - 400020

Dear Sir,

Sub : Passing of Resolution through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of **TILAKNAGAR INDUSTRIES LTD. (TI)** ("The Company") on May 26, 2014, I have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the Special Resolutions as circulated in the postal ballot notice dated May 26, 2014.

To enable wider participation of shareholders, pursuant to the provision of Section 108 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/ DIL /6/ 2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 April 17, 2014, Companies listed on National Stock Exchange of India Limited (NSE) & BSE Limited (BSE), are required to provide e-voting facility to their shareholders on all shareholders resolutions to be passed at General Meetings or through Postal Ballot. Since Tilaknagar Industries Ltd. falls within the requirements as specified in the Companies Act, 2013 and the above mentioned Circulars of SEBI, e-voting which has been made applicable, the Company has provided for the same.

Tilaknagar Industries Ltd. accordingly has made arrangements with the Systems Provider Central Depository Services (India) Limited (CDSL) for providing a system of recording votes of the shareholders electronically through e-voting. The Company has also accordingly made arrangements through its Registrar and Transfer Agent i.e. Bigshare Services Private Limited herein after referred as (RTA) to set up the e-voting facility on the CDSL e-Voting website <http://www.evotingindia.com>.

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COMPANY SECRETARY



Tilaknagar Industries Ltd. through RTA has also uploaded the resolutions together with the explanatory statement on which e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by CDSL, the system provider has been done by the Company through its RTA. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice dated May 26, 2014 sent to the shareholders by email and by Registered Post. The Register of Member was made up, for the purpose of dispatch of postal ballot to the shareholders as on June 20, 2014.

Reference to the Companies Act, 2013	Type and Description of the Special Resolutions
(1) Special Resolution Pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)	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 Pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)	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 Pursuant to Section 94 of the Companies Act, 2013 read with Rule 15 of the Companies (Management and Administration) Rules ,2014 (including any statutory modification or re-enactment thereof for the time being in force)	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.

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For TILAKNAGAR INDUSTRIES LTD.


COMPANY SECRETARY

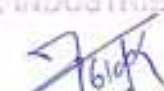


(4) Special Resolution Pursuant to Section 14 and other applicable provisions, if any, of the Companies Act,2013 read with the Companies (Incorporation) Rules ,2014 (including any statutory modification or re-enactment thereof for the time being in force)	Special Resolution under Section 14 of the Companies Act, 2013 for adopting a new set of Articles of Association of the Company in alignment with the Companies Act, 2013.
(5) Special Resolution Pursuant to Section 197 read with Section 198 and other applicable provisions, if any, of the Companies Act,2013 (including any statutory modification or re-enactment thereof for the time being in force)	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.

I, report that the Postal Ballot Notice dated May 26, 2014 under section 110 of the Companies Act, 2013 read with Rule 22 under the Chapter on Companies (Management and Administration) Rules, 2014 as notified by MCA on March 27, 2014 were dispatched to the shareholders holding shares in physical form by Registered Post aggregating to **12994** numbers and by Airmail **11** numbers along with self-addressed prepaid Business Reply Envelope on or before June 26,2014.

In addition to the above, Postal Ballot Notices were also sent by Bigshare Services Pvt. Ltd. via electronic mode to **14342** Shareholders at their email addresses registered with the Depository Participants as per the data downloaded from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on June 20,2014 (cut-off date). As per the information provided by Bigshare Services Pvt. Ltd., out of the **14342** emails sent **694** emails have bounced. The details of such cases have been provided to me by Bigshare Services Private Limited. I further report that,as stated in the Notice sent to the Shareholders, the Company had fixed 6.00 PM on Saturday, July 26,2014 as the last date for receipt of Postal Ballots and for E-voting.

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For TILAKNAGAR INDUSTRIES LTD.


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As stated in sub rule 3 of Rule 20 under the Chapter on Companies(Management and Administration) Rules, 2014 as notified by MCA on March 27, 2014 an advertisement was published by the Company in **Business Standard - English Newspaper, Aklamahanagar -Vernacular Newspapers on June 27, 2014 and Gaukari - Vernacular Newspapers on June 28, 2014**, containing information about the completion of dispatch of the Postal Ballot Notices both by Registered Post and by email, wherever applicable, to the shareholders along with other related matters mentioned therein.

I report that I have received the Postal Ballot forms from the shareholders during the period starting from Friday, June 27, 2014 till Saturday, July 26, 2014. All the Postal Ballot forms together with all votes cast by E-voting through CDSL received up to 6.00 P.M. Saturday, July 26,2014, being the last date fixed by the Company for receipt of the ballot forms/e-voting , were considered for my scrutiny.

1746 Envelopes containing Postal Ballot forms were returned undelivered and these envelopes were not opened and will be taken up for **destruction** by the Company after announcement of the results.

The Postal Ballots forms received at the Companies address in the name of the Scrutinizer were opened and then taken up for scrutiny by Mr. R.T.RajGuroo and passed on to the RTA Bigshare Services Private Limited. This process was carried out on a weekly basis. During the course of scrutiny of Postal Ballot Forms I have come across three (3) mutilated Postal Ballot Forms.

Since e-Voting facility was provided by CDSL, the details of the e-Voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly complied by the RTA. While the details of the e-Voting was provided by the System Provider namely CDSL, the compilation of the Register, in respect of Postal Ballots containing the statement of shareholder's name, folio number, postal ballot number, number of shares held, number of votes exercised , votes in favour, votes against and those votes which were rejected were generated by the RTA which have been duly scrutinized.

On scrutiny, I report that out of **27347** shareholders, **57** Shareholders have exercised their vote through e-Voting and **413** Shareholders have exercised their votes through Postal Ballot Forms, as received. The Details of polling results for the item placed for consideration by the members are given below :

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For TILAKNAGAR INDUSTRIES LTD.

7/6/14
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Item No. 1 : **Special Resolution** pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act,2013 (including any statutory modification or re-enactment thereof for the time being in force)

Total No. of Shareholders	27,347		
Total No. of Shares	12,42,72,838		
Receipt of Postal Ballot Forms	From June 27, 2014 till July 26,2014		
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	57	93,65,121
Total Votes Cast through Postal Ballot Forms Received	B	413	6,98,56,134
Grand Total of e-Voting /Postal Ballot Form (A+B)	C	470	7,92,21,255
Less : Invalid e-Voting /Postal Ballot Forms(on account of signature mismatch, for/against option not indicated)	D	69	56,420
Net e-Voting/ Postal Ballot Forms (C-D)	E	401	7,91,64,835

NOTE :

- (i) Invalid Postal Ballot was not taken into account for counting of votes.
- (ii) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.
- (iii) There is 1 (one) case where the shareholder holding 5400 shares have voted both through Postal Ballot as well as through e-Voting . The votes cast through e-voting have been considered valid pursuant to Rule No.22 read with Rule No.20 of the Companies (Management and Administration) Rules, 2014.

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For TILAKNAGAR INDUSTRIES LTD.


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Summary of Postal Ballot:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng 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	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100.00	0
Public- Institutional holders	2,55,85,149	90,20,500	35.26	90,20,500	0	100.00	0
Public- Others	3,01,16,021	15,72,667	5.22	15,63,930	8,737	99.44	0.56
Total	12,42,72,838	7,91,64,835	63.70	7,91,56,098	8,737	99.99	0.01

Percentage of votes cast in favour : 99.99%, Percentage of vote cast against : 0.01 %

RESULTS :

As the number of votes casted in favour of the Resolution i.e. 99.99 % is more than three times the number of votes cast against i.e.0.01% , I report that the Special Resolution under Section 110 of the Companies Act,2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated May 26,2014 has been passed by the shareholders with requisite majority. The Resolution is deemed to have been passed as on the date of the announcement of the results.

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Item No. 2 : **Special Resolution** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act,2013 (including any statutory modification or re-enactment thereof for the time being in force).

Total No. of Shareholders	27,347		
Total No. of Shares	12,42,72,838		
Receipt of Postal Ballot Forms	From June 27, 2014 till July 26,2014		
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	57	93,65,121
Total Votes Cast through Postal Ballot Forms Received	B	413	6,98,56,134
Grand Total of e-Voting /Postal Ballot Form (A+B)	C	470	7,92,21,255
Less : Invalid e-Voting /Postal Ballot Forms(on account of signature mismatch, for/against option not indicated)	D	71	56,920
Net e-Voting/ Postal Ballot Forms (C-D)	E	399	7,91,64,335

NOTE :

- (i) Invalid Postal Ballot was not taken into account for counting of votes.
- (ii) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.
- (iii) There is 1 (one) case where the shareholders holding 5400 shares have voted both through Postal Ballot as well as through e-Voting . The votes cast through e-voting have been considered valid pursuant to Rule No.22 read with Rule No.20 of the Companies (Management and Administration) Rules, 2014.

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Summary of Postal Ballot:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing 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	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100.00	0
Public- Institutional holders	2,55,85,149	90,20,500	35.26	90,20,500	0	100.00	0
Public-Others	3,01,16,021	15,72,167	5.22	15,63,094	9,073	99.42	0.58
Total	12,42,72,838	7,91,64,335	63.70	7,91,55,262	9,073	99.99	0.01

Percentage of votes cast in favour : 99.99%, Percentage of vote cast against :0.01 %

RESULTS :

As the number of votes casted in favour of the Resolution i.e. 99.99 % is more than three times the number of votes cast against i.e.0.01% , I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated May 26,2014 has been passed by the shareholders with requisite majority. The Resolution is deemed to have been passed as on the date of the announcement of the results.

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Item No. 3 : **Special Resolution** pursuant to Section 94 of the Companies Act,2013 read with Rule 15 of the Companies (Management and Administration) Rules ,2014 (including any statutory modification or re-enactment thereof for the time being in force)

Total No. of Shareholders	27,347		
Total No. of Shares	12,42,72,838		
Receipt of Postal Ballot Forms	From June 27, 2014 till July 26,2014		
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	57	93,65,121
Total Votes Cast through Postal Ballot Forms Received	B	413	6,98,56,134
Grand Total of e-Voting /Postal Ballot Form (A+B)	C	470	7,92,21,255
Less : Invalid e-Voting /Postal Ballot Forms (on account of signature mismatch, for/against option not indicated)	D	71	56,920
Net e-Voting/ Postal Ballot Forms (C-D)	E	399	7,91,64,335

NOTE :

- (i) Invalid Postal Ballot was not taken into account for counting of votes.
- (ii) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.
- (iii) There is 1 (one) case where the shareholders holding 5400 shares have voted both through Postal Ballot as well as through e-Voting. The votes cast through e-voting have been considered valid pursuant to Rule No.22 read with Rule No.20 of the Companies (Management and Administration) Rules, 2014.

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Summary of Postal Ballot:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing 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	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100	0
Public- Institutional holders	2,55,85,149	90,20,500	35.26	90,20,500	0	100	0
Public-Others	3,01,16,021	15,72,167	5.22	15,68,265	3,902	99.75	0.25
Total	12,42,72,838	7,91,64,335	63.70	7,91,60,433	3,902	99.99	0.01

Percentage of votes cast in favour : 99.99%, Percentage of vote cast against :0.01 %

RESULTS :

As the number of votes casted in favour of the Resolution i.e. 99.99% is more than three times the number of votes cast against i.e.0.01% , I report that the Special Resolution under Section 110 of the Companies Act,2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated May 26,2014 has been passed by the shareholders with requisite majority. The Resolution is deemed to have been passed as on the date of the announcement of the results.

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COMPANY SECRETARY



Item No. 4 : **Special Resolution** pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force)

Total No. of Shareholders	27,347		
Total No. of Shares	12,42,72,838		
Receipt of Postal Ballot Forms	From June 27, 2014 till July 26, 2014		
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	57	93,65,121
Total Votes Cast through Postal Ballot Forms Received	B	413	6,98,56,134
Grand Total of e-Voting /Postal Ballot Form (A+B)	C	470	7,92,21,255
Less : Invalid e-Voting /Postal Ballot Forms (on account of signature mismatch, for/against option not indicated)	D	73	57,335
Net e-Voting/ Postal Ballot Forms (C-D)	E	397	7,91,63,920

NOTE :

- (i) Invalid Postal Ballot was not taken into account for counting of votes.
- (ii) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.
- (iii) There is 1 (one) case where the shareholders holding 5400 shares have voted both through Postal Ballot as well as through e-Voting. The votes cast through e-voting have been considered valid pursuant to Rule No.22 read with Rule No.20 of the Companies (Management and Administration) Rules, 2014.

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7/6/14
R. T. RAJGUROO



Summary of Postal Ballot.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing 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	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100.00	0
Public- Institutional holders	2,55,85,149	90,20,500	35.26	88,90,000	1,30,500	98.55	1.45
Public-Others	3,01,16,021	15,71,752	5.22	15,69,140	2,612	99.83	0.17
Total	12,42,72,838	7,91,63,920	63.70	7,90,30,808	1,33,112	99.83	0.17

Percentage of votes cast in favour : 99.83%, Percentage of vote cast against :0.17 %

RESULTS :

As the number of votes casted in favour of the Resolution i.e.99.83 % is more than three times the number of votes cast against i.e.0.17% , I report that the Special Resolution under Section 110 of the Companies Act,2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated May 26,2014 has been passed by the shareholders with requisite majority. The Resolution is deemed to have been passed as on the date of the announcement of the results.

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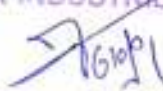
Item No. 5 : **Special Resolution** pursuant to Section 197 read with Section 198 and other applicable provisions, if any, of the Companies Act,2013 (including any statutory modification or re-enactment thereof for the time being in force)

Total No. of Shareholders	27,347		
Total No. of Shares	12,42,72,838		
Receipt of Postal Ballot Forms	From June 27, 2014 till July 26,2014		
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	57	93,65,121
Total Votes Cast through Postal Ballot Forms Received	B	413	6,98,56,134
Grand Total of e-Voting /Postal Ballot Form (A+B)	C	470	7,92,21,255
Less : Invalid e-Voting /Postal Ballot Forms (on account of signature mismatch, for/against option not indicated)	D	75	89,48,430
Net e-Voting/ Postal Ballot Forms (C-D)	E	395	7,02,72,825

NOTE :

- (i) Invalid Postal Ballot was not taken into account for counting of votes.
- (ii) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.
- (iii) There is 1 (one) case where the shareholders holding 5400 shares have voted both through Postal Ballot as well as through e-Voting. The votes cast through e-voting have been considered valid pursuant to Rule No.22 read with Rule No.20 of the Companies (Management and Administration) Rules, 2014.

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Summary of Postal Ballot:

Promoter/Pu blic	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing 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	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100.00	0
Public- Institutional holders	2,55,85,149	1,30,500	0.51	1,30,500	0	100.00	0
Public-Others	3,01,16,021	15,70,657	5.22	15,51,857	18,800	98.80	1.20
Total	12,42,72,838	7,02,72,825	56.55	7,02,54,025	18,800	99.97	0.03


Percentage of votes cast in favour : 99.97%, Percentage of vote cast against : 0.03 %

RESULTS :

As the number of votes casted in favour of the Resolution i.e. 99.97 % is more than three times the number of votes cast against i.e. 0.03% , I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated May 26, 2014 has been passed by the shareholders with requisite majority. The Resolution is deemed to have been passed as on the date of the announcement of the results.

I further report that as per the Postal ballot Notice dated May 26, 2014 and the Board and the Board resolution dated May 26, 2014, the Chairman or any other person as authorised in this regard may declare and confirm the above results of voting by postal ballot in respect of the resolution referred herein by August 01, 2014, as intimated to the Stock Exchanges. The results of Postal Ballot together with the Scrutinizer's Report would be displayed on Company's website www.tilind.com and on the website of CDSL within 2 days of passing of the resolutions and shall also be communicated to the Stock Exchanges.

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COMPANY SECRETARY



I further report that as per Rule 22 of the Companies (Management and Administration) Rules 2014, the Company has duly complied with the applicable provisions. I further report that as per the said Rules, the records maintained by me including the data as obtained from CDSL, the System Provider for the e-Voting facility extended by them as also a Register recording the consent or otherwise received from the shareholders, voting through postal ballot which includes all the particulars of the shareholders such as the name, folio number/DP ID/ Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman approves and signs the minutes of the meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You,

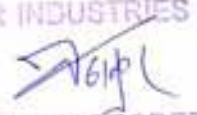


CS. R.T. RajGuroo
Scrutinizer,
Practicing Company Secretary
FCS 2091 CP -2972



Place : Thane
Date : July 30, 2014

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For TILAKNAGAR INDUSTRIES LTD.



COMPANY SECRETARY