



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

Email: investor@tilind.com, **Website:** www.tilind.com

Phone: +91 22 22831716/18, **Fax:** +91 22 22046904

Outcome of 79th Annual General Meeting held on September 27, 2014 and Voting Results and Scrutinizer Reports

We wish to inform you that the 79th Annual General Meeting on the Company was held on Saturday, September 27, 2014 at the registered office of the Company i.e. P.O. Tilaknagar, Tal. Shrirampur, Dist. Ahmednagar at 10.30 a.m. and based on the Scrutinizer's Combined Report for E-Voting and Poll dated September 29, 2014, following resolutions have been declared passed with requisite majority:

- i) Adoption of audited financial statements for the financial year ended March 31, 2014;
- ii) Declaration of dividend of Rs. 0.80 per equity share of Rs. 10/- each for the financial year ended March 31, 2014, which shall be paid on or before October 04, 2014;
- iii) Re-appointment of Mrs. Shivani Amit Dahanukar as a Director of the Company, liable to retire by rotation;
- iv) Re-appointment of M/s. Batliboi & Purohit, Chartered Accountants, as Statutory Auditors of the Company;
- v) Not to fill-up the vacancy caused by retirement of Mr. V.B. Haribhakti, Independent Director of the Company (retired due to advancing age at the 79th Annual General Meeting) ;
- vi) Appointment of Dr. Vishnu Kanhere as an Independent Director, not liable to retire by rotation, for a term expiring on March 31, 2019 ;
- vii) Appointment of Dr. Ravindra Bapat as an Independent Director, not liable to retire by rotation, for a term expiring on March 31, 2019;
- viii) Appointment of Mr. C.V. Bijlani as an Independent Director, not liable to retire by rotation, for a term expiring on March 31, 2019;
- ix) Appointment of Mr. Madan Goyal as an Independent Director, not liable to retire by rotation, for a term expiring on March 31, 2019;

- x) Appointment of Mr. Ronil Sujan as an Independent Director , not liable to retire by rotation, for a term expiring on March 31, 2019; and
- xi) Approval of the remuneration payable to the Cost Auditors for the financial year 2014-15.

Pursuant to the provisions of Clause 35A of the Listing Agreement, please find enclosed herewith the details of voting results in the prescribed format along with the Scrutinizer Report.

Date: September 29, 2014
Place: Mumbai

For Tilaknagar Industries Ltd.
Sd/-
Gaurav Thakur
Company Secretary

79TH ANNUAL GENERAL MEETING OF TILAKNAGAR INDUSTRIES LTD.

Date of AGM :	September 27, 2014 at 10.30 A.M.
Total Number of Shareholders on record date : (i.e. August 22,2014)	29367 (Twenty Nine Thousand Three Hundred Sixty Seven)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	10
Public:	65
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	Not Applicable.
Public:	Not Applicable.
Mode of Voting-Physical	Poll
Mode of Voting-Electronically	E-Voting



**Voting Results pursuant to Clause 35A of the Listing Agreement
AGM of Tilaknagar Industries Ltd. held on September 27, 2014**

All the resolutions were passed with requisite majority.

Item No.1 Ordinary Resolution: Adoption of the audited financial statements and the reports of the Board of Directors and Auditors thereon.

Mode of voting : e-voting & Poll conducted

Total No. of Shareholders	29,367		
Total No. of Shares	12,45,57,257		
e-Voting	From Sunday, September 21, 2014 (10.00 A.M.) till Tuesday, September 23, 2014 (06.00 P.M.).		
Poll Conducted	At the AGM held on September 27, 2014 at 10.30 A.M.		
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	65	18,758,292
Total Votes Cast through poll Ballot Forms Received	B	74	68,918,514
Grand Total of e-Voting /Poll Ballot Form (A+B)	C	139	87,676,806
Less : Invalid e-Voting /Poll Ballot Forms (abstained, Not exercised voting right)	D	4	9,422,465
Net e-Voting/ Poll Ballot Forms (C-D)	E	135	78,254,341

Summary of e-Voting & Poll :

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	68,571,668	68,033,387	99.22	68,033,387	0	100.00	0.00
Public - Institutional holders	22,661,948	8,628,291	38.07	8,628,291	0	100.00	0.00
Public-Others	33,323,641	1,592,663	4.78	1,592,663	71	100.00	0.00
Total	124,557,257	78,254,341	62.83	78,254,270	71	100.00	0.00

Percentage of votes cast in favour 100% , Percentage of vote cast against :0.00 %



Mode of voting : e-voting & Poll conducted

Summary of e-Voting & Poll :

Percentage of votes cast in favour 100% , Percentage of vote cast against :0.00 %



Mode of voting : e-voting & Poll conducted

Total No. of Shareholders		29,367	
Total No. of Shares		12,45,57,257	
e-Voting		From Sunday, September 21, 2014 (10.00 A.M.) till Tuesday, September 23, 2014 (06.00 P.M.).	
Poll Conducted		At the AGM held on September 27, 2014 at 10.30 A.M.	
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	65	18,758,292
Total Votes Cast through poll Ballot Forms Received	B	74	68,918,514
Grand Total of e-Voting /Poll Ballot Form (A+B)	C	139	87,676,806
Less : Invalid e-Voting /Poll Ballot Forms (abstained, Not exercised voting right)	D	3	291,022
Net e-Voting/ Poll Ballot Forms (C-D)	E	136	87,385,784

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	68,571,668	68,833,387	99.22	68,833,387	0	100.00	0.00
Public – Institutional holders	22,661,948	17,759,734	78.37	17,759,734	0	100.00	0.00
Public-Others	33,323,641	1,592,663	4.78	1,592,663	0	100.00	0.00
Total	124,557,257	87,385,784	70.16	87,385,784	0	100.00	0.00

Percentage of votes cast in favour 100% , Percentage of vote cast against :0.00 %



Item No.4 Ordinary Resolution: Re-appointment of Statutory Auditors

Mode of voting : e-voting & Poll conducted

Total No. of Shareholders		29,367	
Total No. of Shares		12,45,57,257	
e-Voting		From Sunday, September 21, 2014 (10.00 A.M.) till Tuesday, September 23, 2014 (06.00 P.M.).	
Poll Conducted		At the AGM held on September 27, 2014 at 10.30 A.M.	
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	65	18,758,292
Total Votes Cast through poll Ballot Forms Received	B	74	68,918,514
Grand Total of e-Voting /Poll Ballot Form (A+B)	C	139	87,676,806
Less : Invalid e-Voting /Poll Ballot Forms (abstained. Not exercised voting right)	D	3	291,022
Net e-Voting/ Poll Ballot Forms (C-D)	E	136	87,385,784

Summary of e-Voting & Poll :

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	68,571,668	68,033,387	99.22	68,033,387	0	100.00	0.00
Public - Institutional holders	22,661,948	17,759,734	78.37	8,628,291	9,131,443	48.58	51.42
Public-Others	33,323,641	1,592,663	4.78	1,592,663	0	100.00	0.00
Total	124,557,257	87,385,784	70.16	78,254,341	9,131,443	89.55	10.45

Percentage of votes cast in favour 89.55 % . Percentage of vote cast against :10.45%



Item No.5 Ordinary Resolution: Not to fill the vacancy caused by retirement of Mr. V. B. Haribhakti, Independent Director

Mode of voting : e-voting & Poll conducted

Total No. of Shareholders		29,367
Total No. of Shares		12,45,57,257
e-Voting	From Sunday, September 21, 2014 (10.00 A.M.) till Tuesday, September 23, 2014 (06.00 P.M.).	
Poll Conducted	At the AGM held on September 27, 2014 at 10.30 A.M.	
	Number of Votes	Number of Shares
Total votes cast through e-Voting	A 65	18,758,292
Total Votes Cast through poll Ballot Forms Received	B 74	68,918,514
Grand Total of e-Voting /Poll Ballot Form (A+B)	C 139	87,676,806
Less : Invalid e-Voting /Poll Ballot Forms (abstained. Not exercised voting right)	D 4	292,022
Net e-Voting/ Poll Ballot Forms (C-D)	E 135	87,384,784

Summary of e-Voting & Poll :

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	68,571,668	68,033,387	99.22	68,033,387	0	100.00	0.00
Public – Institutional holders	22,661,948	17,759,734	78.37	17,759,734	0	100.00	0.00
Public-Others	33,323,641	1,591,663	4.78	1,591,663	0	100.00	0.00
Total	124,557,257	87,384,784	70.16	87,384,784	0	100.00	0.00

Percentage of votes cast in favour 100% , Percentage of vote cast against :0.00 %



Item No.6 Ordinary Resolution: Appointment of Dr. Vishnu Kanhere as an Independent Director

Mode of voting : e-voting & Poll conducted

Total No. of Shareholders		29,367	
Total No. of Shares		12,45,57,257	
e-Voting		From Sunday, September 21, 2014 (10.00 A.M.) till Tuesday, September 23, 2014 (06.00 P.M.).	
Poll Conducted		At the AGM held on September 27, 2014 at 10.30 A.M.	
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	65	18,758,292
Total Votes Cast through poll Ballot Forms Received	B	74	68,918,514
Grand Total of e-Voting /Poll Ballot Form (A+B)	C	139	87,676,806
Less : Invalid e-Voting /Poll Ballot Forms (abstained, Not exercised voting right)	D	4	292,022
Net e-Voting/ Poll Ballot Forms (C-D)	E	135	87,384,784

Summary of e-Voting & Poll :

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	68,571,668	68,033,387	99.22	68,033,387	0	100.00	0.00
Public - Institutional holders	22,661,948	17,759,734	78.37	8,628,291	9,131,443	48.58	51.42
Public-Others	33,223,641	1,591,663	4.78	1,591,592	71	100.00	0.00
Total	124,557,257	87,384,784	70.16	78,253,270	9,131,514	89.55	10.45

Percentage of votes cast in favour 100% , Percentage of vote cast against :0.00 %



Item No.7 Ordinary Resolution: Appointment of Dr. Ravindra Bapat as an Independent Director

Mode of voting : e-voting & Poll conducted

Total No. of Shareholders	29,367		
Total No. of Shares	12,45,57,257		
e-Voting	From Sunday, September 21, 2014 (10.00 A.M.) till Tuesday, September 23, 2014 (06.00 P.M.).		
Poll Conducted	At the AGM held on September 27, 2014 at 10.30 A.M.		
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	65	18,758,292
Total Votes Cast through poll Ballot Forms Received	B	74	68,918,514
Grand Total of e-Voting /Poll Ballot Form (A+B)	C	139	87,676,806
Less : Invalid e-Voting /Poll Ballot Forms (abstained. Not exercised voting right)	D	4	292,022
Net e-Voting/ Poll Ballot Forms (C-D)	E	135	87,384,784

Summary of e-Voting & Poll :

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	68,571,668	68,033,387	99.22	68,033,387	0	100.00	0.00
Public – Institutional holders	22,661,948	17,759,734	78.37	17,759,734	0	100.00	0.00
Public-Others	33,323,641	1,591,663	4.78	1,591,592	71	100.00	0.00
Total	124,557,257	87,384,784	70.16	87,384,713	71	100.00	0.00

Percentage of votes cast in favour 100% , Percentage of vote cast against :0.00 %



Item No.8 Ordinary Resolution: Appointment of Mr. C. V. Bijlani as an Independent Director

Mode of voting : e-voting & Poll conducted

Total No. of Shareholders		29,367	
Total No. of Shares		12,45,57,257	
e-Voting		From Sunday, September 21, 2014 (10.00 A.M.) till Tuesday, September 23, 2014 (06.00 P.M.).	
Poll Conducted		At the AGM held on September 27, 2014 at 10.30 A.M.	
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	65	18,758,292
Total Votes Cast through poll Ballot Forms Received	B	74	68,918,514
Grand Total of e-Voting /Poll Ballot Form (A+B)	C	139	87,676,806
Less : Invalid e-Voting /Poll Ballot Forms (abstained, Not exercised voting right)	D	4	292,022
Net e-Voting/ Poll Ballot Forms (C-D)	E	135	87,384,784

Summary of e-Voting & Poll :

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	68,571,668	68,033,387	99.22	68,033,387	0	100.00	0.00
Public – Institutional holders	22,661,948	17,759,734	78.37	17,759,734	0	100.00	0.00
Public- Others	33,323,641	1,591,663	4.78	1,591,587	76	100.00	0.00
Total	124,557,257	87,384,784	70.16	87,384,708	76	100.00	0.00

Percentage of votes cast in favour: 100% , Percentage of vote cast against :0.00 %



Item No.9 Ordinary Resolution: Appointment of Mr. Madan Goyal as an Independent Director

Mode of voting : e-voting & Poll conducted

Total No. of Shareholders	29,367		
Total No. of Shares	12,45,57,257		
e-Voting	From Sunday, September 21, 2014 (10.00 A.M.) till Tuesday, September 23, 2014 (06.00 P.M.).		
Poll Conducted	At the AGM held on September 27, 2014 at 10.30 A.M.		
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	65	18,758,292
Total Votes Cast through poll Ballot Forms Received	B	74	68,918,514
Grand Total of e-Voting /Poll Ballot Form (A+B)	C	139	87,676,806
Less : Invalid e-Voting /Poll Ballot Forms (abstained, Not exercised voting right)	D	4	292,022
Net e-Voting/ Poll Ballot Forms (C-D)	E	135	87,384,784

Summary of e-Voting & Poll :

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	68,571,668	68,033,387	99.22	68,033,387	0	100.00	0.00
Public – Institutional holders	22,661,948	17,759,734	78.37	17,759,734	0	100.00	0.00
Public-Others	33,323,641	1,591,663	4.78	1,591,587	76	100.00	0.00
Total	124,557,257	87,384,784	70.16	87,384,708	76	100.00	0.00

Percentage of votes cast in favour :100% , Percentage of vote cast against :0.00 %



Item No.10 Ordinary Resolution: Appointment of Mr. Ronil Sujan as an Independent Director

Mode of voting : e-voting & Poll conducted

Total No. of Shareholders		29,367	
Total No. of Shares		12,45,57,257	
e-Voting		From Sunday, September 21, 2014 (10.00 A.M.) till Tuesday, September 23, 2014 (06.00 P.M.).	
Poll Conducted		At the AGM held on September 27, 2014 at 10.30 A.M.	
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	65	18,758,292
Total Votes Cast through poll Ballot Forms Received	B	74	68,918,514
Grand Total of e-Voting /Poll Ballot Form (A+B)	C	139	87,676,806
Less : Invalid e-Voting /Poll Ballot Forms (abstained. Not exercised voting right)	D	4	292,022
Net e-Voting/ Poll Ballot Forms (C-D)	E	135	87,384,784

Summary of e-Voting & Poll :

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	68,571,668	68,033,387	99.22	68,033,387	0	100.00	0.00
Public – Institutional holders	22,661,948	17,759,734	78.37	17,759,734	0	100.00	0.00
Public-Others	33,323,641	1,591,663	4.78	1,591,587	76	100.00	0.00
Total	124,557,257	87,384,784	70.16	87,384,708	76	100.00	0.00

Percentage of votes cast in favour 100% , Percentage of vote cast against :0.00 %



Item No.11 Ordinary Resolution: Approval of the remuneration payable to the Cost Auditors for the financial year 2014-15

Mode of voting : e-voting & Poll conducted

Total No. of Shareholders		29,367	
Total No. of Shares		12,45,57,257	
e-Voting		From Sunday, September 21, 2014 (10.00 A.M.) till Tuesday, September 23, 2014 (06.00 P.M.).	
Poll Conducted		At the AGM held on September 27, 2014 at 10.30 A.M.	
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	65	18,758,292
Total Votes Cast through poll Ballot Forms Received	B	74	68,918,514
Grand Total of e-Voting /Poll Ballot Form (A+B)	C	139	87,676,806
Less : Invalid e-Voting /Poll Ballot Forms (abstained. Not exercised voting right)	D	3	291,022
Net e-Voting/ Poll Ballot Forms (C-D)	E	136	87,385,784

Summary of e-Voting & Poll :

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	68,571,668	68,033,387	99.22	68,033,387	0	100.00	0.00
Public - Institutional holders	22,661,948	17,759,734	78.37	17,759,734	0	100.00	0.00
Public-Others	33,323,641	1,592,663	4.78	1,592,648	15	100.00	0.00
Total	124,557,257	87,385,784	70.16	87,385,769	15	100.00	0.00

Percentage of votes cast in favour: 100% , Percentage of vote cast against :0.00 %



R. T. RAJGUROO
COMPANY SECRETARIES

Shop No.1, Laxmi Sadan CHS., Opp. New Rose Villa,
Near Srushti Villa, Daji Ramchandra Road, Charai, Thane (W) - 400 601
Ph.: 2538 0966/ 2544 0126 Cell : 88794 10333 / 98696 99875 / 98696 99952
E-mail : rrajguroo@yahoo.co.in / pmvala@yahoo.co.in

**SCRUTINIZER'S COMBINED REPORT FOR E-VOTING & POLL AT
THE 79TH ANNUAL GENERAL MEETING FOR TILAKNAGAR
INDUSTRIES LIMITED**

To
The Chairman & Managing Director
Tilaknagar Industries Limited
P.O. Tilaknagar, Tal. Shrirampur,
Dist. Ahmednagar, Maharashtra-413 720

Sub : Passing of Resolution through e-voting and poll conducted at the 79th Annual General Meeting of Tilaknagar Industries Limited held on 27th day of September'2014 at P.O. Tilaknagar, Tal. Shrirampur, Dist. Ahmednagar, Maharashtra-413 720 at 10.30 a.m.

The Company has appointed me as a Scrutinizer the e-voting process together with voting through the assent/dissent form, in physical mode and also for the Poll held at the 79th Annual General Meeting (AGM) of the Company on 27th day of September'2014.

The e-voting was held from Sunday, 21st September'2014 at 10.00 A.M. to Tuesday, 23rd September'2014 till 06.00 P.M. for three days.

The Company has appointed Central Depository Services (India) Limited (CDSL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company from Sunday, 21st September'2014 at 10.00 A.M. till Tuesday, 23rd September'2014 06.00 P.M. Bigshare Services Private Limited is the Registrar and Share Transfer Agent for the Company. The e-voting results were unblocked by me on 23rd September'2014 in the presence of two witnesses. For further details kindly refer my Scrutinizer Report dated 25th September'2014 attached herewith.

At the 79th Annual General Meeting of the Company held on the 27th day of September 2014, the Chairman of meeting had suo-motu i.e. on his own motion ordered for a Poll under Section 109 of the Companies Act'2013, to facilitate the members present in the AGM who could not participate in the e-voting or could not cast their votes physically through the assent/dissent form, to record their votes through the poll process. This was done for the sake of good governance and transparency. The Chairman of the meeting has appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer Report in form MGT-13 dated 29th September'2014.



The Result of the E-voting together with the votes casted through assent/dissent form and with that of the Poll are as under :

Number of members who cast their votes through e-voting & poll	Total number of shares held by them.	Total number of Valid votes
139	87676806	(as per details provided under each one of the Resolution (s) mentioned hereunder)

RESULT ITEM WISE OF THE NOTICE OF AGM

Item No.1 of the Notice (As an Ordinary Resolution)	Adoption of the audited financial statements and the reports of the Board of Directors and Auditors thereon.				
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
E-Voting & assent/ dissent form	9350185	100	71	0	9408036
Poll	68904085	100	0	0	14429
TOTAL	78254270	100	71	0	9422465

partially abstained votes and 1(One) members present in meeting but did not cast his vote

Item No.2 of the Notice (As an Ordinary Resolution)	Declaration of Dividend				
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
E-Voting & assent/ dissent form	18481699	100	0	0	276593
Poll	68904085	100	0	0	14429
TOTAL	87385784	100	0	0	291022
partially abstained votes and 1(One) members present in meeting but did not cast his vote					



Item No.3 of the Notice (As an Ordinary Resolution)	Re-appointment of Mrs. Shivani Amit Dahanukar, who retires by rotation				
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
E-Voting & assent/ dissent form	18481699	100	0	0	276593
Poll	68904085	100	0	0	14429
TOTAL	87385784	100	0	0	291022

partially abstained votes and 1(One) members present in meeting but did not cast his vote

Item No.4 of the Notice (As an Ordinary Resolution)	Re-appointment of Statutory Auditors				
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
E-Voting & assent/ dissent form	9350256	50.59	9131514	49.41	276593
Poll	68904085	100	0	0	1442
TOTAL	78254341	89.55	9131514	10.45	291022

partially abstained votes and 1(One) members present in meeting but did not cast his vote



Item No.5 of the Notice (As an Ordinary Resolution)	Not to fill the vacancy caused by retirement of Mr. V. B. Haribhakti, Independent Director				
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
E-Voting & assent/ dissent form	18480699	100	0	0	277593
Poll	68904085	100	0	0	14429
TOTAL	87384784	100	0	0	292022

partially abstained votes and 1(One) members present in meeting but did not cast his vote

Item No.6 of the Notice (As an Ordinary Resolution)	Appointment of Dr. Vishnu Kanhere as an Independent Director				
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
E-Voting & assent/ dissent form	9349185	50.59	9131514	49.41	277593
Poll	68904085	100	0	0	14429
TOTAL	78253270	89.55	9131514	10.45	292022

partially abstained votes and 1(One) members present in meeting but did not cast his vote



Item No.7 of the Notice (As an Ordinary Resolution)	Appointment of Dr. Ravindra Bapat as an Independent Director				
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
E-Voting & assent/ dissent form	18480628	100	71	0	277593
Poll	68904085	100	0	0	14429
TOTAL	87384713	100	71	0	292022

partially abstained votes and 1(One) members present in meeting but did not cast his vote

Item No.8 of the Notice (As an Ordinary Resolution)	Appointment of Mr. C. V. Bijlani as an Independent Director				
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
E-Voting & assent/ dissent form	18480623	100	76	0.00	277593
Poll	68904085	100	0	0	14429
TOTAL	87384708	100	76	0	292022

partially abstained votes and 1(One) members present in meeting but did not cast his vote



Item No.9 of the Notice (As an Ordinary Resolution)	Mr. Madan Goyal as an Independent Director				
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
E-Voting & assent/ dissent form	18480623	100	76	0	277593
Poll	68904085	100	0	0	14429
TOTAL	87384708	100	76	0	292022

partially abstained votes and 1(One) members present in meeting but did not cast his vote

Item No.10 of the Notice (As an Ordinary Resolution)	Mr. Ronil Sujan as an Independent Director				
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
E-Voting & assent/ dissent form	18480623	100	76	0.00	277593
Poll	68904085	100	0	0	14429
TOTAL	87384708	100	0	0	290222

partially abstained votes and 1(One) members present in meeting but did not cast his vote



Item No.11 of the Notice (As an Ordinary Resolution)	Approval of the remuneration payable to the Cost Auditors for the financial year 2014-15				
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
E-Voting & assent/ dissent form	18481684	100	15	0	276593
Poll	68904085	100	0	0	14429
TOTAL	87385769	100	15	0	291022

partially abstained votes and 1(One) members present in meeting but did not cast his vote

All the Resolutions stand passed under e-voting and poll with the requisite majority. The Company is hereby instructed to put up the results on its website and also that of the service provider and inform the Stock Exchanges accordingly.

I hereby confirm that I am maintaining the Register received from Service Providers both electronically and manually , in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person authorized by him in due course as prescribed under the said Rules.

Thanking You,

Yours faithfully


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



Place : Thane
 Date : September 29, 2014

R. T. RAJGUROO

COMPANY SECRETARIES

Shop No.1, Laxmi Sadan CHS., Opp. New Rose Villa,
Near Srushti Villa, Daji Ramchandra Road, Charai, Thane (W) - 400 601
Ph.: 2538 0966/ 2544 0126 Cell : 88794 10333 / 98696 99875 / 98696 99952
E-mail : rrajguroo@yahoo.co.in / pmvala@yahoo.co.in

SCRUTINIZER'S REPORT

*[Pursuant to section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the
Companies (Management and Administration) Rules, 2014 and
Clause 35 B of the Listing Agreement]*

To,
The Chairman & Managing Director
Tilaknagar Industries Ltd.
Regd. Office: P.O. Tilaknagar, Tal. Shrirampur,
Dist. Ahmednagar, Maharashtra-413720

Dear Sir,

1. I, CS. R.T. RajGuroo, Company Secretary in Practice have been appointed by the Board of Directors of Tilaknagar Industries Ltd. (the Company) as a Scrutinizer for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and Clause 35 B of the Listing Agreement on the resolutions contained in the Notice of the Annual General Meeting (AGM) of Members of the Company, held on Saturday, September 27, 2014 at P.O. Tilaknagar, Tal. Shrirampur, Dist. Ahmednagar, Maharashtra-413720.
2. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronics means on the resolutions contained in the Notice of the Annual General Meeting (AGM) of Members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the report generated from the e-voting systems provided by Central Depository Services (India) Limited (<https://www.evotingindia.com>), the authorized agency to provide e-voting facilities, engaged by the Company.



3. Accordingly, I submit my report as under :-

- i. The e-voting period remained open from Sunday, September 21, 2014 (10.00 A.M.) till the end of Tuesday, September 23, 2014 (06.00 P.M.).
- ii. The Members of the Company as on the "cut-off" date i.e. Friday, August 22, 2014 were entitled to vote on the resolutions (Item Nos.1 to 11 as set out in the Notice of the AGM of the Company).
- iii. The votes cast were unblocked on Tuesday, September 23, 2014 at 7.37 P.M. in the presence of 2 witnesses, viz. Mr. P.M. Vala and Ms. Rachana Trivedi who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Mr.P.M.Vala



Ms. Rachana Trivedi

- iv. Thereafter, the details containing inter alia, list of equity shareholders, who voted "for", "against" each of the resolutions that were put to vote , were generated from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>) and based on such reports generated, the results of the e-voting is as under :-

Results of the e-voting for the votes casted through assent/dissent form are as under:

Number of members who cast their votes through e-voting	Total number of shares held by them.	Total number of Valid votes
65	18758292	(as per details provided under each one of the Resolution (s) mentioned hereunder)



Item No.1 Ordinary Resolution: Adoption of the audited financial statements and the reports of the Board of Directors and Auditors thereon.

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2014 including the audited Balance Sheet as March 31, 2014, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
63	9350185	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	71	0.00

(iii) Invalid votes:

Total number of member whose votes were declared invalid/Abstained	Total number of votes cast by them
1	9408036

Item No.2 Ordinary Resolution: Declaration of Dividend

To declare dividend on equity shares for the financial year ended March 31, 2014.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
65	18481699	100



(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of member whose votes were declared invalid	Total number of votes cast by them
NIL	276593*

*partially abstained votes

Item No.3 Ordinary Resolution: Re-appointment of Mrs. Shivani Amit Dahanukar, who retires by rotation

To appoint a Director in place of Mrs. Shivani Amit Dahanukar (DIN:00305503), who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
65	18481699	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of member whose votes were declared invalid	Total number of votes cast by them
NIL	276593*

*partially abstained votes



Item No.4: Ordinary Resolution: Re-appointment of Statutory Auditors

To re-appoint M/s Batliboi & Purohit, Chartered Accountants (Firm Registration No. 101048W) as the Statutory Auditors of the Company to hold office from the conclusion of the 79th Annual General Meeting till the conclusion of the 82nd Annual General Meeting, subject to ratification of their appointment by the Members at every Annual General Meeting held after this Annual General Meeting and to fix their remuneration.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
64	9350256	50.59

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	9131443	49.41

(iii) Invalid votes:

Total number of member whose votes were declared invalid	Total number of votes cast by them
NIL	276593*

*partially abstained votes

Item No.5 Ordinary Resolution : Not to fill the vacancy caused by retirement of Mr. V. B. Haribhakti, Independent Director

"RESOLVED THAT Mr. V. B. Haribhakti (DIN: 00088062), Director liable to retire by rotation, who does not offer himself for re-appointment be not re-appointed as a Director of the Company and the vacancy so caused on the Board of Directors be not filled-up."



(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
64	18480699	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of member whose votes were declared invalid	Total number of votes cast by them
1	277593*

*partially abstained votes

Item No.6

Ordinary Resolution: Appointment of Dr. Vishnu Kanhere as an Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Vishnu Kanhere (DIN: 00999861), Director of the Company whose period of office is liable to retire by rotation and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director along with the deposit of the requisite amount under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term expiring on March 31, 2019, not liable to retire by rotation.”



(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
62	9349185	50.59

(ii) Voted against the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
2	9131514	49.41

(iii) Invalid votes:

Total number of member whose votes were declared invalid	Total number of votes cast by them
1	277593*

*partially abstained votes

Item No.7 Ordinary Resolution: Appointment of Dr. Ravindra Bapat as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Ravindra Bapat (DIN: 00353476), Director of the Company whose period of office is liable to retire by rotation and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director along with the deposit of the requisite amount under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term expiring on March 31, 2019, not liable to retire by rotation."



(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
63	18480628	100.00

(ii) Voted against the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	71	0.00

(iii) Invalid votes:

Total number of member whose votes were declared invalid	Total number of votes cast by them
1	277593*

*partially abstained votes

Item No.8 Ordinary Resolution: Appointment of Mr. C. V. Bijlani as an Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. C. V. Bijlani (DIN: 02039345), Director of the Company whose period of office is liable to retire by rotation and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director along with the deposit of the requisite amount under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term expiring on March 31, 2019, not liable to retire by rotation.”



(i) Voted in favour of the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
62	18480623	100

(ii) Voted against the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
2	76	0.00

(iii) Invalid votes:

Total number of member whose votes were declared invalid	Total number of votes cast by them
1	277593*

*partially abstained votes

Item No. 9 Appointment of Mr. Madan Goyal as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Madan Goyal (DIN: 00377825), Director of the Company whose period of office is liable to retire by rotation and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director along with the deposit of the requisite amount under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term expiring on March 31, 2019, not liable to retire by rotation."



(i) Voted in favour of the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
62	18480623	100

(ii) Voted against the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
2	76	0.00

(iii) Invalid votes:

Total number of member whose votes were declared invalid	Total number of votes cast by them
1	277593*

*partially abstained votes

Item No. 10 Appointment of Mr. Ronil Sujana as an Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ronil Sujana (DIN:01780094), who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 31, 2013, in terms of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director along with the deposit of the requisite amount under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term expiring on March 31, 2019, not liable to retire by rotation.”



(i) Voted in favour of the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
62	18480623	100

(ii) Voted against the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
2	76	0.00

(iii) Invalid votes:

Total number of member whose votes were declared invalid	Total number of votes cast by them
1	277593*

*partially abstained votes

Item No. 11 Approval of the remuneration payable to the Cost Auditors for the financial year 2014-15

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s P. D. Phadke & Associates, Cost Auditors, appointed by the Board of Directors for conducting the audit of cost accounting records maintained by the Company relating to manufacturing of the products covered under the aforesaid rules, be paid a remuneration of Rs. 1,50,000/- (Rupees One Lac Fifty Thousand Only) plus service tax as applicable and re-imbursement of out of pocket expenses as may be incurred by them for conducting the Cost Audit for the financial year 2014-15;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



(i) Voted in favour of the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
64	18481684	100

(ii) Voted against the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	15	0.00

(iii) Invalid votes:

Total number of member whose votes were declared invalid	Total number of votes cast by them
0	276593*

***partially abstained votes**

4. The Register, all other papers and relevant record relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting (AGM) and thereafter the same will be handed over to the Company.

Thanking You,
Yours faithfully



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



Place: Thane
Date : September 25, 2014

SCRUTINIZER'S REPORT
(IN FORM NO. MGT-13)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman & Managing Director
Tilaknagar Industries Ltd.
Regd. Office: P.O. Tilaknagar, Tal. Shrirampur,
Dist. Ahmednagar, Maharashtra-413720

Dear Sir,

I, CS. R.T. RajGuroo, Company Secretary in Practice, have been appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the Annual General Meeting (AGM) of the Members of Tilaknagar Industries Ltd. held on Saturday, September 27, 2014 at P.O. Tilaknagar, Tal. Shrirampur, Dist. Ahmednagar, Maharashtra-413720 at 10.30 a.m. and submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, **3 (Three)** which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the Poll are as under.

Item No.1 Ordinary Resolution : Adoption of the audited financial statements and the reports of the Board of Directors and Auditors thereon.

To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014 including the audited Balance Sheet as March 31, 2014, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.



(i) Voted in favour of the resolution :

Number of Members and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
71	68904085	100

(ii) Voted against the resolution :

Number of Members and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes

Total number of member whose votes were declared invalid	Total number of votes cast by them
3	14429

1 (One) members present in meeting but did not cast his vote.

Item No.2:- Ordinary Resolution : Declaration of Dividend

To declare dividend on equity shares for the financial year ended March 31,2014.

(i) Voted in favour of the resolution :

Number of Members and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
71	68904085	100

(ii) Voted against the resolution :

Number of Members and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes

Total number of member whose votes were declared invalid	Total number of votes cast by them
3	14429

1 (One) members present in meeting but did not cast his vote.



Item No.3:- Ordinary Resolution : Re-appointment of Mrs. Shivani Amit Dahanukar, who retires by rotation

To appoint a Director in place of Mrs. Shivani Amit Dahanukar (DIN:00305503), who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted in favour of the resolution :

Number of Members and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
71	68904085	100

(ii) Voted against the resolution :

Number of Members and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes

Total number of member whose votes were declared invalid	Total number of votes cast by them
3	14429

1 (One) members present in meeting but did not cast his vote.

Item No.4:- Ordinary Resolution : Re-appointment of Statutory Auditors

To re-appoint M/s Batliboi & Purohit, Chartered Accountants (Firm Registration No. 101048W) as the Statutory Auditors of the Company to hold office from the conclusion of the 79th Annual General Meeting till the conclusion of the 82nd Annual General Meeting, subject to ratification of their appointment by the Members at every Annual General Meeting held after this Annual General Meeting and to fix their remuneration.

(i) Voted in favour of the resolution :

Number of Members and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
71	68904085	100



(ii) Voted against the resolution :

Number of Members and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes

Total number of member whose votes were declared invalid	Total number of votes cast by them
3	14429

1 (One) members present in meeting but did not cast his vote.

Item No.5:- Ordinary Resolution : Not to fill the vacancy caused by retirement of Mr. V. B. Haribhakti, Independent Director

“RESOLVED THAT Mr. V. B. Haribhakti (DIN: 00088062), Director liable to retire by rotation, who does not offer himself for re-appointment be not re-appointed as a Director of the Company and the vacancy so caused on the Board of Directors be not filled-up.”

(i) Voted in favour of the resolution :

Number of Members and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
71	68904085	100

(ii) Voted against the resolution :

Number of Members and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes

Total number of member whose votes were declared invalid	Total number of votes cast by them
3	14429

1 (One) members present in meeting but did not cast his vote.



Item No.6- Ordinary Resolution : Appointment of Dr. Vishnu Kanhere as an Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Vishnu Kanhere (DIN: 00999861), Director of the Company whose period of office is liable to retire by rotation and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director along with the deposit of the requisite amount under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term expiring on March 31, 2019, not liable to retire by rotation.”

(i) Voted in favour of the resolution :

Number of Members and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
71	68904085	100

(ii) Voted against the resolution :

Number of Members and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes

Total number of member whose votes were declared invalid	Total number of votes cast by them
3	14429

1 (One) members present in meeting but did not cast his vote.

Item No.7- Ordinary Resolution : Appointment of Dr. Ravindra Bapat as an Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Clause 49 of the



Listing Agreement, Dr. Ravindra Bapat (DIN: 00353476), Director of the Company whose period of office is liable to retire by rotation and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director along with the deposit of the requisite amount under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term expiring on March 31, 2019, not liable to retire by rotation."

(i) Voted in favour of the resolution :

Number of Members and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
71	68904085	100

(ii) Voted against the resolution :

Number of Members and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes

Total number of member whose votes were declared invalid	Total number of votes cast by them
3	14429

1 (One) members present in meeting but did not cast his vote.

Item No.8- Ordinary Resolution : Appointment of Mr. C. V. Bijlani as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. C. V. Bijlani (DIN: 02039345), Director of the Company whose period of office is liable to retire by rotation and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director along with the deposit of the requisite amount under Section 160 of the Act, be and is hereby appointed as an Independent Director of



the Company to hold office for a term expiring on March 31, 2019, not liable to retire by rotation."

(i) Voted in favour of the resolution :

Number of Members and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
71	68904085	100

(ii) Voted against the resolution :

Number of Members and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes

Total number of member whose votes were declared invalid	Total number of votes cast by them
3	14429

1 (One) members present in meeting but did not cast his vote.

Item No. 9 - Appointment of Mr. Madan Goyal as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Madan Goyal (DIN: 00377825), Director of the Company whose period of office is liable to retire by rotation and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director along with the deposit of the requisite amount under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term expiring on March 31, 2019, not liable to retire by rotation."

(i) Voted in favour of the resolution :

Number of Members and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
71	68904085	100



(ii) Voted against the resolution :

Number of Members and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes

Total number of member whose votes were declared invalid	Total number of votes cast by them
3	14429

1 (One) members present in meeting but did not cast his vote.

Item No. 10 - Appointment of Mr. Ronil Sujan as an Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ronil Sujan (DIN:01780094), who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 31, 2013, in terms of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director along with the deposit of the requisite amount under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term expiring on March 31, 2019, not liable to retire by rotation.”

(i) Voted in favour of the resolution :

Number of Members and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
71	68904085	100

(ii) Voted against the resolution :

Number of Members and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.



(iii) Invalid votes

Total number of member whose votes were declared invalid	Total number of votes cast by them
3	14429

1 (One) members present in meeting but did not cast his vote.

Item No. 11 - Approval of the remuneration payable to the Cost Auditors for the financial year 2014-15

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s P. D. Phadke & Associates, Cost Auditors, appointed by the Board of Directors for conducting the audit of cost accounting records maintained by the Company relating to manufacturing of the products covered under the aforesaid rules, be paid a remuneration of Rs. 1,50,000/- (Rupees One Lac Fifty Thousand Only) plus service tax as applicable and re-imbursement of out of pocket expenses as may be incurred by them for conducting the Cost Audit for the financial year 2014-15."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

(i) Voted in favour of the resolution :

Number of Members and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
71	68904085	100

(ii) Voted against the resolution :

Number of Members and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.



(iii) Invalid votes

Total number of member whose votes were declared invalid	Total number of votes cast by them
3	14429

1 (One) members present in meeting but did not cast his vote.

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You,

Yours faithfully



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



Place : Thane

Date : September 29, 2014