



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 80th Annual General Meeting held on September 26, 2015 and Voting Results and Consolidated Scrutinizer's Report

We wish to inform you that the 80th Annual General Meeting ("AGM") of the Company was held on Saturday, September 26, 2015 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 Consolidated Scrutinizer's Report for voting at AGM venue through poll process and remote E-Voting dated September 29, 2015, following resolutions have been declared passed with requisite majority::

- i) Adoption of the audited financial statements and the reports of the Board of Directors and Auditors thereon for the financial year ended March 31, 2015 (Ordinary Resolution);
- ii) To appoint a Director in place of Mr. Amit Dahanukar (DIN: 00305636), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution);
- iii) Re-appointment of M/s Batliboi & Purohit, Chartered Accountants (ICAI Firm Registration No. 101048W) as the Statutory Auditors of the Company and to fix their remuneration (Ordinary Resolution);
- iv) Approval of the remuneration payable to the Cost Auditors for the financial year 2015-16 (Ordinary Resolution);
- v) Waiver of the recovery of excess remuneration paid during the financial year 2014-15 to Mr. Amit Dahanukar, Chairman & Managing Director (Special Resolution);
- vi) Waiver of the recovery of excess remuneration paid during the financial year 2014-15 to Mrs. Shivani Amit Dahanukar, Executive Director (Special Resolution);

- vii) Fixation of remuneration payable to Mr. Amit Dahanukar, Chairman & Managing Director for the period April 01,2015 to November 06,2017 (Special Resolution); and
- viii) Fixation of remuneration payable to Mrs. Shivani Amit Dahanukar, Executive Director for the period April 01, 2015 to September 30, 2017 (Special Resolution).

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

Date: September 29, 2015
Place: Mumbai

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

CIN: L15420PN1933PLC133303

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In accordance with Clause 35A of the Listing Agreement, the details of business transacted at the 80th Annual General Meeting of the Company are furnished below :

Date of AGM :	26-Sep-15
Total Number of Shareholders on record date : (i.e. September 19,2015 : cut-off date for voting purpose)	37802 (Thirty Seven Thousand Eight Hundred Two)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	13
Public:	77
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	No Video Conferencing facility was made available
Public:	
Mode of Voting-Physical	Poll at AGM Venue
Mode of Voting-Electronically	Remote E-Voting



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

Type Ordinary Resolution
Mode of voting E-voting & Poll conducted

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	68,571,668	100.00	68,571,668	0	100.00	0.00
Public – Institutional holders	399,452	0	0.00	0	0	0.00	0.00
Public-Others	55,784,995	1,142,580	2.05	1,142,580	0	100.00	0.00
Total	124,756,115	69,714,248	55.88	69,714,248	0	100.00	0.00

Item No. 2 To appoint a Director in place of Mr. Amit Dahanukar (DIN: 00305636), who retires by rotation and being eligible, offers himself for re-appointment

Type Ordinary Resolution
Mode of voting E-voting & Poll conducted

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	68,571,668	100.00	68,571,668	0	100.00	0.00
Public – Institutional holders	399,452	0	0.00	0	0	0.00	0.00
Public-Others	55,784,995	1,142,565	2.05	1,142,029	536	99.95	0.05
Total	124,756,115	69,714,233	55.88	69,713,697	536	100.00	0.00



Item No. 3 Re-appointment of M/s Batliboi & Purohit, Chartered Accountants (ICAI Firm Registration No. 101048W) as the Statutory Auditors of the Company and to fix their remuneration

Type Ordinary Resolution
Mode of voting E-voting & Poll conducted

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	68,571,668	100.00	68,571,668	0	100.00	0.00
Public – Institutional holders	399,452	0	0.00	0	0	0.00	0.00
Public-Others	55,784,995	1,142,580	2.05	1,142,509	71	99.99	0.01
Total	124,756,115	69,714,248	55.88	69,714,177	71	100.00	0.00

Item No. 4 Approval of the remuneration payable to the Cost Auditors for the financial year 2015-16

Type Ordinary Resolution
Mode of voting E-voting & Poll conducted

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	68,571,668	100.00	68,571,668	0	100.00	0.00
Public – Institutional holders	399,452	0	0.00	0	0	0.00	0.00
Public-Others	55,784,995	1,142,565	2.05	1,142,100	465	99.96	0.04
Total	124,756,115	69,714,233	55.88	69,713,768	465	100.00	0.00



Item No. 5 Waiver of the recovery of excess remuneration paid during the financial year 2014-15 to Mr. Amit Dahanukar, Chairman & Managing Director

Type Special Resolution
Mode of voting E-voting & Poll conducted

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	68,571,668	100.00	68,571,668	0	100.00	0.00
Public – Institutional holders	399,452	0	0.00	0	0	0.00	0.00
Public-Others	55,784,995	1,142,580	2.05	1,142,014	566	99.95	0.05
Total	124,756,115	69,714,248	55.88	69,713,682	566	100.00	0.00

Item No. 6 Waiver of the recovery of excess remuneration paid during the financial year 2014-15 to Mrs. Shivani Amit Dahanukar, Executive Director.

Type Special Resolution
Mode of voting E-voting & Poll conducted

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	68,571,668	100.00	68,571,668	0	100.00	0.00
Public – Institutional holders	399,452	0	0.00	0	0	0.00	0.00
Public-Others	55,784,995	1,142,580	2.05	1,142,014	566	99.95	0.05
Total	124,756,115	69,714,248	55.88	69,713,682	566	100.00	0.00



Item No. 7 Fixation of remuneration payable to Mr. Amit Dahanukar, Chairman & Managing Director for the period April 01,2015 to November 06,2017

Type Special Resolution
Mode of voting E-voting & Poll conducted

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	68,571,668	100.00	68,571,668	0	100.00	0.00
Public – Institutional holders	399,452	0	0.00	0	0	0.00	0.00
Public-Others	55,784,995	1,142,580	2.05	1,142,115	465	99.96	0.04
Total	124,756,115	69,714,248	55.88	69,713,783	465	100.00	0.00

Item No. 8 Fixation of remuneration payable to Mrs. Shivani Amit Dahanukar, Executive Director for the period April 01,2015 to September 30, 2017

Type Special Resolution
Mode of voting E-voting & Poll conducted

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	68,571,668	100.00	68,571,668	0	100.00	0.00
Public – Institutional holders	399,452	0	0.00	0	0	0.00	0.00
Public-Others	55,784,995	1,142,580	2.05	1,142,115	465	99.96	0.04
Total	124,756,115	69,714,248	55.88	69,713,783	465	100.00	0.00



Notes:

- 1 Pursuant to Clause 5A (II) of the Listing Agreement, voting rights on the shares transferred to the "Tilaknagar Industries Ltd -Unclaimed Suspense Account" are frozen.
- 2 The votes polled does not include invalid votes.
- 3 All the aforesaid Resolutions have been passed with requisite majority.

For Tilaknagar Industries Ltd.



C. V. Bijlani
Director



Place: Mumbai
Date : 29-Sep-15



R. T. RajGuroo

B.Com, LL.B, DFM, CAIIB, FCS

Advocate High Court

Office : Shop No.1, Laxmi Sadan CHS. Ltd., Opp. New Rose Villa,
Daji Ramchandra Road, Charai, Thane (West) - 400 601

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CONSOLIDATED SCRUTINIZER'S REPORT

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the
Companies (Management and Administration) Rules, 2014 as amended]*

To,
The Chairman of 80th Annual General Meeting of the Members of
Tilaknagar Industries Ltd. held on Saturday, September 26, 2015
at 10:30 a.m. at its Regd. Office at P.O. Tilaknagar, Tal. Shirampur,
Dist. Ahmednagar, Maharashtra-413720.

Dear Sir,

1. I, Adv. R.T. RajGuroo, High Court, had been appointed on August 14, 2015 as Scrutinizer by the Board of Directors of Tilaknagar Industries Ltd. (the Company) (CIN:L15420PN1933PLC133303) to conduct the voting process (including remote e-voting) in a fair and transparent manner in respect of the resolutions contained in the Notice of the 80th Annual General Meeting (AGM) of Members of the Company, held on Saturday, September 26, 2015 at 10:30 a.m. at the Registered Office of the Company i.e. P.O. Tilaknagar, Tal. Shirampur, Dist. Ahmednagar, Maharashtra-413720, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.
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 process (including remote e-voting) in respect of the resolutions contained in the Notice of the 80th Annual General Meeting (AGM) of Members of the Company. My responsibility as a Scrutinizer is restricted to make a Consolidated Scrutinizer's Report of the total votes cast "in favour" or "against" the resolutions as contained in the Notice stated above, based on the voting at the AGM venue through poll process and report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Agency authorized under the Rules and engaged by the Company to provide remote e-voting facilities.



3. The Members of the Company as on the "cut-off" date i.e. Saturday, September 19, 2015 were entitled to vote on the resolutions (Item Nos.1 to 8 as set out in the Notice of the AGM of the Company).
4. The remote e-voting period remained open from Wednesday, September 23, 2015 (10.00 A.M.) till the end of Friday, September 25, 2015 (05.00 P.M.) and CDSL e-voting platform was blocked thereafter.
5. The votes cast through remote e-voting were unblocked on Saturday, September 26, 2015, after counting the votes cast at AGM, in the presence of 2 (Two) witnesses, who were not in the employment of the Company.
6. The Company had also provided voting facility at the AGM venue to the Members present thereat, who had not cast their vote earlier through remote e-voting facility. The locked polling box was opened by me after conclusion of the poll in the presence of 2 (Two) witnesses, who were not in the employment of the Company and the poll papers were diligently scrutinized.
7. I had submitted separate Scrutinizer's Report dated September 29, 2015 on the results of the voting at the AGM venue through poll process and remote e-voting in respect of the resolutions (Item Nos.1 to 8 as set out in the Notice of the AGM of the Company).
8. I now submit the Consolidated Scrutinizer's Report on the results of the voting at the AGM venue through poll process and remote e-voting in respect of the resolutions (Item Nos.1 to 8 as set out in the Notice of the AGM of the Company) as under :-

Sr. No	Particulars	Item No. 1		Item No. 2	
		Number of members who cast their votes through remote e-voting and poll	No. of equity shares	Number of members who cast their votes through remote e-voting and poll	No. of equity shares
1	Total Number of votes casted	129	6,97,19,258	129	6,97,19,258
2	Less: Invalid No. of votes casted	3	5,010	4	5,025
3	Valid No. of votes casted (Net)	126	6,97,14,248	125	6,97,14,233





Sr. No	Particulars	Item No. 3		Item No.4	
		Number of members who cast their votes through remote e-voting and poll	No. of equity shares	Number of members who cast their votes through remote e-voting and poll	No. of equity shares
1	Total Number of votes casted	129	6,97,19,258	129	6,97,19,258
2	Less: Invalid No. of votes casted	3	5,010	4	5,025
3	Valid No. of votes casted (Net)	126	6,97,14,248	125	6,97,14,233

Sr. No	Particulars	Item No. 5		Item No.6	
		Number of members who cast their votes through remote e-voting and poll	No. of equity shares	Number of members who cast their votes through remote e-voting and poll	No. of equity shares
1	Total Number of votes casted	129	6,97,19,258	129	6,97,19,258
2	Less: Invalid No. of votes casted	3	5,010	3	5,010
3	Valid No. of votes casted (Net)	126	6,97,14,248	126	6,97,14,248

Sr. No	Particulars	Item No. 7		Item No.8	
		Number of members who cast their votes through remote e-voting and poll	No. of equity shares	Number of members who cast their votes through remote e-voting and poll	No. of equity shares
1	Total Number of votes casted	129	6,97,19,258	129	6,97,19,258
2	Less: Invalid No. of votes casted	3	5,010	3	5,010
3	Valid No. of votes casted (Net)	126	6,97,14,248	126	6,97,14,248





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.

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	0.00
Public- Institutional holders	3,99,452	0	0.00	0	0	0.00	0.00
Public-Others	5,57,84,995	11,42,580	2.05	11,42,580	0	100.00	0.00
Total	12,47,56,115	6,97,14,248	55.88	6,97,14,248	0	100.00	0.00

* The number of votes polled doesn't include invalid votes

Item No.2 of the Notice (As an Ordinary Resolution)

To appoint a Director in place of the Director retiring by rotation.

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	0.00
Public- Institutional holders	3,99,452	0	0.00	0	0	0.00	0.00
Public-Others	5,57,84,995	11,42,565	2.05	11,42,029	536	99.95	0.05
Total	12,47,56,115	6,97,14,233	55.88	6,97,13,697	536	100.00	0.00

* The number of votes polled doesn't include invalid votes



Item No.3 of the Notice (As an Ordinary Resolution)

Re-appointment of Statutory Auditors

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	0.00
Public- Institutional holders	3,99,452	0	0.00	0	0	0.00	0.00
Public-Others	5,57,84,995	11,42,580	2.05	11,42,509	71	99.99	0.01
Total	12,47,56,115	6,97,14,248	55.88	6,97,14,177	71	100.00	0.00

* The number of votes polled doesn't include invalid votes

Item No.4 of the Notice (As an Ordinary Resolution):

Approval of the remuneration payable to the Cost Auditors for the financial year 2015-16

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	0.00
Public- Institutional holders	3,99,452	0	0.00	0	0	0.00	0.00
Public-Others	5,57,84,995	11,42,565	2.05	11,42,100	465	99.96	0.04
Total	12,47,56,115	6,97,14,233	55.88	6,97,13,768	465	100.00	0.00

* The number of votes polled doesn't include invalid votes



Item No.5 of the Notice (As a Special Resolution):

Waiver of the recovery of excess remuneration paid during the financial year 2014-15 to
Mr. Amit Dahanukar, Chairman & Managing Director

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	0.00
Public- Institutional holders	3,99,452	0	0.00	0	0	0.00	0.00
Public-Others	5,57,84,995	11,42,580	2.05	11,42,014	566	99.95	0.05
Total	12,47,56,115	6,97,14,248	55.88	6,97,13,682	566	100.00	0.00

* The number of votes polled doesn't include invalid votes

Item No.6 of the Notice (As a Special Resolution):

Waiver of the recovery of excess remuneration paid during the financial year 2014-15 to
Mrs. Shivani Amit Dahanukar, Executive Director

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	0.00
Public- Institutional holders	3,99,452	0	0.00	0	0	0.00	0.00
Public-Others	5,57,84,995	11,42,580	2.05	11,42,014	566	99.95	0.05
Total	12,47,56,115	6,97,14,248	55.88	6,97,13,682	566	100.00	0.00

* The number of votes polled doesn't include invalid votes




Item No.7 of the Notice (As a Special Resolution):

Fixation of remuneration payable to Mr. Amit Dahanukar, Chairman & Managing Director for the period April 01,2015 to November 06,2017

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	0.00
Public- Institutional holders	3,99,452	0	0.00	0	0	0.00	0.00
Public-Others	5,57,84,995	11,42,580	2.05	11,42,115	465	99.96	0.04
Total	12,47,56,115	6,97,14,248	55.88	6,97,13,783	465	100.00	0.00

* The number of votes polled doesn't include invalid votes

Item No.8 of the Notice (As a Special Resolution):

Fixation of remuneration payable to Mrs. Shivani Ami Dahanukar, Executive Director for the period April 01,2015 to September 30, 2017

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	0.00
Public- Institutional holders	3,99,452	0	0.00	0	0	0.00	0.00
Public-Others	5,57,84,995	11,42,580	2.05	11,42,115	465	99.96	0.04
Total	12,47,56,115	6,97,14,248	55.88	6,97,13,783	465	100.00	0.00


* The number of votes polled doesn't include invalid votes



9. The electronic data and other relevant records relating to the remote e-voting and Poll shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

Yours faithfully


R.T. RajGuroo
Scrutinizer,
Advocate High Court
MAH/732/2015





Place: Thane

Date : September 29, 2015