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**TILAKNAGAR INDUSTRIES LTD.**  
**TILAKNAGAR INDUSTRIES LTD. (CIN: L15420PN1933PLC133303)**  
**Regd. Office : P.O. Tilaknagar, Tal. Shrirampur, Dist. Ahmednagar, Maharashtra – 413720**  
**Email: [investor@tilind.com](mailto:investor@tilind.com); Website: [www.tilind.com](http://www.tilind.com);**  
**Phone: +91 22 22831716/18; Fax: +91 22 22046904**

**Voting Results of Postal Ballot (including e-voting)**

Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Report submitted by the Scrutinizer i.e. Mr. R.T. RajGuroo, Advocate along with the voting results with respect to the Postal Ballot conducted by the Company for seeking approval of the Members by way of Special Resolution for the following Special Business contained in the Postal Ballot Notice dated February 13, 2017 is appended herein below:

- i) re-appointment of Mr. Amit Dahanukar (DIN:00305636) as Chairman & Managing Director of the Company; and
- ii) authorization to the Board of Directors to make loans, give guarantees, provide securities or make investments in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

**By order of the Board**  
**For Tilaknagar Industries Ltd.**  
**Sd/-**  
**Gaurav Thakur**  
**Company Secretary**

**Place: Mumbai**  
**Date : March 31, 2017**

Tilaknagar Industries Ltd. - Voting Results of Postal Ballot (including e-voting)	
Disclosure as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of declaration of voting results of Postal Ballot (including e-voting)	March 31, 2017
Total number of shareholders on record date (i.e. February 17, 2017)	37,024
No. of shareholders present in the meeting either in person or through proxy Promoters and Promoter Group Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group Public	Not Applicable

Item No. 1 - Re-appointment of Mr. Amit Dahanukar (DIN:00305636) as Chairman & Managing Director of the Company								
Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	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	E-voting	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100.00	0.00
	Poll (Not Applicable)							
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100.00	0.00
Public - Institutions	E-voting	3,39,740	0	0.00	0	0	0.00	0.00
	Poll (Not Applicable)							
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	3,39,740	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-voting	5,58,44,707	3,60,452	0.65	3,43,761	16,691	95.37	4.63
	Poll (Not Applicable)							
	Postal Ballot		23,77,818	4.26	23,58,950	18,868	99.21	0.79
	Total	5,58,44,707	27,38,270	4.90	27,02,711	35,559	98.70	1.30
Total		12,47,56,115	7,13,09,938	57.16	7,12,74,379	35,559	99.95	0.05



Item No. 2 - Authorization to the Board of Directors to make loans, give guarantees, provide securities or make investments in excess of the limits prescribed Section 186 of the Companies Act, 2013								
Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	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	E-voting	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100.00	0.00
	Poll (Not Applicable)							
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100.00	0.00
Public - Institutions	E-voting	3,39,740	0	0.00	0	0	0.00	0.00
	Poll (Not Applicable)							
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	3,39,740	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-voting	5,58,44,707	3,60,452	0.65	3,43,337	17,115	95.25	4.75
	Poll (Not Applicable)							
	Postal Ballot		23,77,744	4.26	23,51,998	25,746	98.92	1.08
	Total	5,58,44,707	27,38,196	4.90	26,95,335	42,861	98.43	1.57
Total		12,47,56,115	7,13,09,864	57.16	7,12,67,003	42,861	99.94	0.06

**Notes:**

1. The votes polled does not include invalid votes.
2. All the abovementioned Special Resolutions have been passed with requisite majority on March 29, 2017 i.e. the last date of receipt of the duly completed Ballot Forms and e-voting.

For Tilaknagar Industries Ltd.

*[Signature]*

C.V. Bijlani

Director

DIN: 02039345



Place: Mumbai

Date : March 31, 2017



**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  
Resident : C - 602, Fortuna Lodha Paradise, Majiwada, Thane (West) - 400601  
Phone : (O) 022-25380966/25440126 (R) 022-25387114, Cell - 8879410333  
Email : rrajguroo@yahoo.co.in

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Date: March 31, 2017

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

Dear Sir,

**Sub : Scrutiny of Postal Ballot Forms (including e-voting) received in respect of following Special Business contained under Item Nos. 1 and 2 of the Notice of Postal Ballot dated February 13, 2017:**

**Item No.1- Special Resolution for re-appointment of Mr. Amit Dahanukar (DIN: 00305636) as Chairman & Managing Director of the Company.**

**Item No.2- Special Resolution for authorization to the Board of Directors to make loans, give guarantees, provide securities or make investments in excess of the limits prescribed under Section 186 of the Companies Act, 2013.**

I was appointed as the Scrutinizer by the Board of Directors on February 13, 2017 to scrutinize the votes cast on the aforesaid resolutions which could be casted by Postal Ballot (including e-voting). I am submitting herewith my report for your perusal and record.

Thanking you,

Yours faithfully,

  
(Adv. R. T. RajGuroo)

Encl:a/a.





**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  
Resident : C - 602, Fortuna Lodha Paradise, Majiwada, Thane (West) - 400601  
Phone : (O) 022-25380966/25440126 (R) 022-25387114, Cell - 8879410333  
Email : rrajguroo@yahoo.co.in

## **SCRUTINIZER'S REPORT**

***[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirement) Regulations 2015 ("SEBI Listing Regulations")]***

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

Dear Sir,

In terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), the SEBI Listing Regulations, Secretarial Standard-2 on "General Meetings" issued by the Institute of Company Secretaries of India and approved by the Central Government and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), I have been appointed as Scrutinizer by the Board of Directors of Tilaknagar Industries Ltd ("the Company") in its Meeting held on February 13, 2017 to conduct the Postal Ballot (physical and e-voting) process in a fair and transparent manner in respect of the following Special Business as contained under Item Nos. 1 and 2 of the Notice of Postal Ballot dated February 13, 2017 proposed to be passed by the Members of the Company :

1. Special Resolution - Re-appointment of Mr. Amit Dahanukar (DIN:00305636) as Chairman & Managing Director of the Company
2. Special Resolution - Authorization to the Board of Directors to make loans, give guarantees, provide securities or make investments in excess of the limits prescribed under Section 186 of the Companies Act, 2013



I submit my report as under:

1. The Company completed the dispatch of Postal Ballot Notice and Postal Ballot Forms along with all requisite documents on Monday, February 27, 2017 to its Members whose names appeared in the Register of Members as on Friday, February 17, 2017, the 'cut-off date' in the following manner:
  - (i) through e-mail to the Members whose e-mail addresses were registered with the Company/ the Depositories, and
  - (ii) through physical mode, along with a self-addressed postage prepaid Business Reply Envelope to the other Members (whose e-mail addresses were not registered with the Company/ the Depositories).
2. The Company published an advertisement regarding the completion of dispatch of Postal Ballot Notices in Business Standard - English Newspaper on February 28, 2017, Aplamahanagar (Marathi)-Vernacular Newspaper on February 28, 2017 and Kesari (Marathi)-Vernacular Newspaper on March 01, 2017.
3. The Members of the Company had an option to vote either through Postal Ballot Forms or through e-voting facility. Members who opted for e-voting facility have casted their votes on the e-voting platform provided by Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com).
4. The voting period (physical and e-voting) commenced on Tuesday, February 28, 2017 at 10:00 a.m. and concluded on Wednesday, March 29, 2017 at 5:00 p.m. The Postal Ballot Forms received after March 29, 2017 at 5:00 p.m. were not considered for the purpose of the Report.
5. Particulars of all the Postal Ballot forms as well as e-voting done by the Members have been entered in a Register, separately maintained for the purpose.
6. The Postal Ballot forms and all other papers relating to Postal Ballot were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Postal Ballot.
7. In accordance with the Companies (Management and Administration) Rules, 2014 all votes casted through Postal Ballot forms or through e-voting on or before 5.00 p.m. on Wednesday, March 29, 2017 (the last date and time fixed by the Company for receipt of the Postal Ballot Forms and e-voting) were considered for my scrutiny.
8. The Postal Ballot Forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Member of the Company/List of Beneficiaries.
9. With the support of Bigshare Services Private Limited (RTA), the Postal Ballot Forms were scrutinized and signatures of Members who have casted their votes were verified with their specimen signatures registered with RTA as provided by the depositories.
10. A final electronic report of the e-voting was generated by me by accessing the data available to me from the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).





11. The particulars of Postal Ballot Forms received from the Members and electronic voting report generated by CDSL have been entered in a separate Register maintained for the purpose.
12. The Postal Ballot Forms, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
13. I did not find any defaced or mutilated Ballot Form(s).
14. The Members exercised their voting either by physical mode or e-voting and there was no Member who opted for both the facilities.
15. On scrutiny, I report that out of **37,024** Members, **74** Members have exercised their vote through e-voting and **256** Members have exercised their votes through Postal Ballot Forms, as received. The details of voting results for the item placed for consideration by the Members are given below:

**Item No. 1- Special Resolution for re-appointment of Mr. Amit Dahanukar (DIN: 00305636) as Chairman & Managing Director of the Company**

Total No. of Shareholders		<b>37,024</b>	
Total No. of Shares		<b>12,47,56,115</b>	
Receipt of Postal Ballot Forms		<b>From February 28, 2017 at 10.00 a.m. till March 29, 2017 at 5.00 p.m.</b>	
		<b>Number of Votes</b>	<b>Number of Shares</b>
Total votes cast through e-voting	A	<b>74</b>	<b>68,932,120</b>
Total Votes Cast through Postal Ballot Forms Received	B	<b>256</b>	<b>2,396,250</b>
Grand Total of e-voting/Postal Ballot Form (A+B)	C	<b>330</b>	<b>71,328,370</b>
Less : Invalid e-voting /Postal Ballot Forms(on account of signature mismatch, for/against option not indicated)	D	<b>14</b>	<b>18,432</b>
Net e-voting/ Postal Ballot Forms (C-D)	E	<b>316</b>	<b>71,309,938</b>

**NOTE:**

- (i) Invalid Postal Ballot Forms were not taken into account for counting of votes.
- (ii) Votes casted in favour or against have 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 Forms whichever is less.




### Summary of Postal Ballot:

Promoter/ Public	Mode of Voting	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
<b>Promoter and Promoter Group</b>	E-Voting	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100.00	0.00
	Poll (Not Applicable)							
	Postal Ballot		0		0	0	0.00	0.00
	<b>Total</b>	<b>6,85,71,668</b>	<b>6,85,71,668</b>	<b>100.00</b>	<b>6,85,71,668</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public- Institutions</b>	E-Voting	3,39,740	0	0.00	0	0	0.00	0.00
	Poll (Not Applicable)							
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>3,39,740</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public- Non Institutions</b>	E-Voting	5,58,44,707	3,60,452	0.65	3,43,761	16,691	95.37	4.63
	Poll (Not Applicable)							
	Postal Ballot		23,77,818	4.26	23,58,950	18,868	99.21	0.79
	<b>Total</b>	<b>5,58,44,707</b>	<b>27,38,270</b>	<b>4.90</b>	<b>27,02,711</b>	<b>35,559</b>	<b>98.70</b>	<b>1.30</b>
<b>Total</b>		<b>12,47,56,115</b>	<b>7,13,09,938</b>	<b>57.16</b>	<b>7,12,74,379</b>	<b>35,559</b>	<b>99.95</b>	<b>0.05</b>

Percentage of votes casted in favour: 99.95%, Percentage of votes casted against: 0.05%

### RESULTS:

As the number of votes casted in favour of the Resolution i.e. 99.95% is more than three times the number of votes casted against i.e. 0.05%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated February 13, 2017 has been passed by the Members with requisite majority. The Resolution is deemed to have been passed as on the last date of receipt of the duly completed Ballot Forms or e-voting i.e. March 29, 2017.





**Item No. 2- Special Resolution for authorization to the Board of Directors to make loans, give guarantees, provide securities or make investments in excess of the limits prescribed under Section 186 of the Companies Act, 2013.**

Total No. of Shareholders		37,024	
Total No. of Shares		12,47,56,115	
Receipt of Postal Ballot Forms		From February 28, 2017 at 10.00 a.m. till March 29, 2017 at 5.00 p.m.	
		<b>Number of Votes</b>	<b>Number of Shares</b>
Total votes cast through e-voting	A	74	68,932,120
Total Votes Cast through Postal Ballot Forms Received	B	256	2,396,176
Grand Total of e-voting /Postal Ballot Form (A+B)	C	330	71,328,296
Less : Invalid e-voting /Postal Ballot Forms(on account of signature mismatch, for/against option not indicated)	D	14	18,432
Net e-voting/ Postal Ballot Forms (C-D)	E	316	71,309,864

**NOTE:**

- Invalid Postal Ballot Forms were not taken into account for counting of votes.
- Votes casted in favour or against have 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 Forms whichever is less.

**Summary of Postal Ballot:**

Promoter/ Public	Mode of Voting	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	$(3) = \frac{[(2)/(1)] * 100}{100}$	4	5	$(6) = \frac{[(4)/(2)] * 100}{100}$	$(7) = \frac{[(5)/(2)] * 100}{100}$
<b>Promoter and Promoter Group</b>	E-Voting	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100.00	0.00
	Poll (Not Applicable)							
	Postal Ballot		0		0	0	0.00	0.00
	<b>Total</b>	<b>6,85,71,668</b>	<b>6,85,71,668</b>	<b>100.00</b>	<b>6,85,71,668</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public- Institutions</b>	E-Voting	3,39,740	0	0.00	0	0	0.00	0.00
	Poll (Not Applicable)							
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>3,39,740</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public- Non Institutions</b>	E-Voting	5,58,44,707	3,60,452	0.65	3,43,337	17,115	95.25	4.75
	Poll (Not Applicable)							
	Postal Ballot		23,77,744	4.26	23,51,998	25,746	98.92	1.08
	<b>Total</b>	<b>5,58,44,707</b>	<b>27,38,196</b>	<b>4.90</b>	<b>26,95,335</b>	<b>42,861</b>	<b>98.43</b>	<b>1.57</b>
<b>Total</b>		<b>12,47,56,115</b>	<b>7,13,09,864</b>	<b>57.16</b>	<b>7,12,67,003</b>	<b>42,861</b>	<b>99.94</b>	<b>0.06</b>



Percentage of votes casted in favour: 99.94%, Percentage of votes casted against : 0.06%

**RESULTS:**


As the number of votes casted in favour of the Resolution i.e. 99.94% is more than three times the number of votes casted against i.e. 0.06%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated February 13, 2017 has been passed by the Members with requisite majority. The Resolution is deemed to have been passed as on the last date of receipt of the duly completed Ballot Forms or e-voting i.e. March 29, 2017.

16. I further report that as per the Postal Ballot Notice dated February 13, 2017 and the Board Resolution dated February 13, 2017, the Chairman or any person authorized by him in writing may declare and confirm the above results of voting through Postal Ballot (physical and e-voting) in respect of the Resolutions referred herein above by March 31, 2017, as intimated to the Stock Exchanges. The results so declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. [www.tilind.com](http://www.tilind.com) and CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and shall also be forwarded to the Stock Exchanges on which shares of the Company are listed i.e. National Stock Exchange of India Limited and BSE Limited.

17. 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 e-voting facility extended by them as also a Register recording the consent or otherwise received from the Members, voting through Postal Ballot which includes all the particulars of the Members 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 Forms and other related papers are in my safe custody which will be handed over to 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,

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



Place : Thane  
Date : March 31, 2017