



**.TIL.**  
**TILAKNAGAR INDUSTRIES LTD.**  
**CIN: L15420PN1933PLC133303**

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

**Corporate Office:** 3<sup>rd</sup> Floor, Industrial Assurance Building, Churchgate, Mumbai, Maharashtra-400 020

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### **Summary of the proceedings of the 82<sup>nd</sup> Annual General Meeting**

The 82<sup>nd</sup> Annual General Meeting (“AGM”) of the Members of the Company was held on Monday, September 25, 2017 at 10.30 a.m. at the Registered Office of the Company i.e. P.O. Tilaknagar, Tal. Shrirampur, Dist. Ahmednagar, Maharashtra – 413720 and concluded at 12.10 p.m. The summary of the proceedings of the AGM is as follows:

- i) In accordance with Article 75 of the Articles of Association, Mr. Amit Dahanukar, Chairman & Managing Director of the Company took the Chair.
- ii) The Chairman welcomed all the Members present at the AGM and introduced the Board of Directors, Senior Management Team, representatives of the Statutory Auditors, Secretarial Auditors and Scrutinizer to them.
- iii) The Chairman, after ascertaining that the requisite quorum as per Section 103 of the Companies Act, 2013 was present, called the Meeting to order at 10.30 a.m. The quorum was present at the commencement of the Meeting as well as at the time of consideration of each item of business.
- iv) The Chairman announced that the documents mentioned in the AGM Notice (including certificate given by the Statutory Auditors with respect to implementation of the ESOP Schemes of the Company), the Statutory Registers required to be placed in the Meeting pursuant to the provisions of the Companies Act, 2013 alongwith Reports of the Statutory and Secretarial Auditors were available for inspection by the Members during the continuance of the Meeting.
- v) The Notice convening the Meeting was taken as read with the permission of the Members.
- vi) At the instruction of the Chairman, Company Secretary read out the observations in the Secretarial Auditors’ Report and Statutory Auditors’ Report alongwith explanations given by the Board of Directors thereon.
- vii) The Chairman gave the opportunity to the Members to share their comments/observations on the performance of the Company.
- viii) The Chairman thanked the Members for their support and took them through the highlights of the Company’s performance.
- ix) The Chairman informed the Members that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided remote e-voting facility through CDSL e-voting platform from Friday, September 22, 2017 at 10.00 a.m. to Sunday, September 24, 2017 at 5.00 p.m to the Members as on the cut of date of Monday, September 18, 2017 in respect of the business as set out in item nos. 1 to 4 of the AGM Notice dated August 07, 2017.
- x) The Chairman conducted the proceedings with respect to the following items of business as per the Notice dated August 07, 2017 convening the 82<sup>nd</sup> AGM:

<b>Resolution No.</b>	<b>Resolutions</b>	<b>Resolution Type</b>
<b>ORDINARY BUSINESS</b>		
1	Adoption of the audited financial statements for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors	Ordinary
2	Re-appointment of Mr. Amit Dahanukar (DIN: 00305636) as a Director liable to retire by rotation	Ordinary
3	Appointment of M/s M. M. Parikh & Co., Chartered Accountants (ICAI Firm Registration No. 107557W) as the Statutory Auditors of the Company	Ordinary
<b>SPECIAL BUSINESS</b>		
4	Approval of the remuneration payable to the Cost Auditor for the financial year 2017-18	Ordinary

- xi) Proceedings in respect of item no. 2 above were conducted by Mr. Kishorekumar G. Mhatre, Independent Director of the Company as the Chairman was interested in that item.
- xii) The Chairman informed the Members that Mr. Pradyumansinh Vala, Practicing Company Secretary was appointed as Scrutinizer by the Board of Directors on August 07, 2017 to scrutinize the voting process (including remote e-voting) in a fair and transparent manner and requested Mr. Pradyumansinh Vala to explain the poll process to the Members and conduct the poll.
- xiii) Mr. Pradyumansinh Vala then conducted the poll process in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. He explained the poll procedure to the Members. The empty Ballot Box was then locked and sealed in the presence of the Members and Ballot Forms were distributed to the eligible Members and Proxy Holders present.
- xiv) Mr. Pradyumansinh Vala requested all the Members and Proxy Holders, present and entitled to vote, to participate in the poll, by putting the duly completed Ballot Forms in the Ballot Box kept at the AGM venue. After casting of votes by the eligible Members and Proxy Holders present, Mr. Pradyumansinh Vala closed the poll and took custody of the Ballot Box.
- xv) The Members were informed that the consolidated results of voting (remote e-voting and voting at the AGM venue) in respect of all the business as set out in item nos. 1 to 4 of the AGM Notice of the Company would be declared by the Chairman on September 27, 2017. The voting results alongwith the Consolidated Scrutinizer's Report would be submitted to the Stock Exchanges i.e. BSE & NSE within the prescribed timelines and would also be uploaded on the Company's and CDSL's website.

There being no other business, the Meeting concluded with a vote of thanks to the Chair at 12.10 p.m.

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