



October 28, 2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalai Street,
Mumbai 400001
Scrip Code : 507205

To,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra-Kurla Complex, Bandra (East),
Mumbai-400 051
Symbol : TI

Sub: Voting Results and Scrutinizer's Report on the Postal Ballot

Dear Sir/Madam,

In furtherance to our Postal Ballot Notice dated September 27, 2023, we wish to inform you that, based on the Scrutinizer's Report, the following Special resolutions have been declared passed with requisite majority on October 27, 2023 (the last date of e-voting):

1. Re-appointment of Maj Gen Dilawar Singh (Retd.)(DIN: 08216047) as Independent Director of the Company
2. Re-appointment of Mr. Satish Chand Mathur (DIN:03641285) as Independent Director of the Company

Pursuant to the provisions of Regulation 44(3) of the SEBI (LODR) Regulations, 2015, please find enclosed herewith the voting results in the prescribed format along with the Scrutinizer's Report.

The above results may be accessed on the website of the Company i.e. www.tilind.com and CDSL website i.e. www.cdslindia.com.

Kindly acknowledge the receipt and take the same on record.

Thanking you,

Yours faithfully,

For Tilaknagar Industries Ltd.

Abhinav Gupta
Chief Financial Officer

Encl: a/a

Corp. Office: Industrial Assurance Building, 3rd Floor,
Churchgate, Mumbai, Maharashtra - 400 020, India
P +91 (22) 2283 1716/18 **F** +91 (22) 2204 6904
E tiliquor@tilind.com
CIN: L15420PN1933PLC133303

Regd. Office: P.O. Tilaknagar, Tal. Shrirampur,
Dist. Ahmednagar, Maharashtra - 413 720, India
P +91 (2422) 265 123 / 265 032 **F** +91 (2422) 265 135
E regoff@tilind.com
Web: www.tilind.com



RESULT OF POSTAL BALLOT

In accordance with Section 110 of the Companies Act' 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Postal Ballot Notice dated September 27, 2023 containing the following Resolutions was circulated to Shareholders of the Company, to cast their votes either through e-Voting facility to them viz:

- (a) Resolution No.1 as a Special Resolution for Re-appointment of Maj. Gen. Dilawar Singh (Retired) (DIN: 08216047) as an Independent Director of the Company for a second term of three (3) consecutive years commencing from October 31, 2023 up to October 30, 2026 (both days inclusive)
- (b) Resolution No.2 as a Special Resolution for Re-appointment of Mr. Satish Chand Mathur (DIN: 03641285) as an Independent Director of the Company for a second term of three (3) consecutive years commencing from October 31, 2023 up to October 30, 2026 (both days inclusive)

Based on the report dated October 28, 2023 submitted by CS Pradyumansinh Vala, Practicing Company Secretary (FCS-5193, C.P.No.4237) the Scrutinizer who was appointed by the Board of Directors of the Company by circular resolution on September 27, 2023 pursuant to the Rule 22 of the Companies (Management and Administration) Rules, 2014 I give below the details of the votes and declare that the aforesaid special resolutions are duly passed by requisite majority.

Result of the voting conducted through Postal Ballot on the **Item No.1 Special Resolution** for Re-appointment of Maj. Gen. Dilawar Singh (Retired) (DIN: 08216047) as an Independent Director of the Company for a second term of three (3) consecutive years commencing from October 31, 2023 up to October 30, 2026 (both days inclusive):

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Web: www.tilind.com



| | | | |
|--|---|---|-------------------------|
| Total No. of Shareholders | | 52,094 | |
| Total No. of Shares | | 19,17,27,474 | |
| Receipt of Postal Ballot Forms | | From Thursday, September 28, 2023 at 09:00 a.m. (IST) till Friday, October 27, 2023 at 5.00 p.m. (IST) | |
| | | Number of Votes | Number of Shares |
| Total votes cast through e-voting | A | 238 | 9,43,50,175 |
| Less: Absence E voting | B | 0 | 0 |
| Valid No. of votes casted e-voting (Net) (A-B) | C | 238 | 9,43,50,175 |

(i) Voted in favour of the resolution:

| Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 228 | 9,43,47,859 | 99.9975 |

(ii) Voted against the resolution:

| Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 10 | 2,316 | 00.0025 |

(iii) Invalid votes:

| Total number of member whose votes were declared invalid/Abstained | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

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E regoff@tilind.com

Web: www.tilind.com



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)]*10 0 | 4 | 5 | (6)= [(4)/(2)]*10 0 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 8,04,58,460 | 7,94,62,556 | 98.7622 | 7,94,62,556 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Institutional holders | Remote E-Voting | 2,16,42,219 | 1,14,65,535 | 52.9776 | 1,14,65,535 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Others | Remote E-Voting | 8,96,26,795 | 34,22,084 | 3.8181 | 34,19,768 | 2,316 | 99.9323 | 0.0677 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Total | | 19,17,27,474 | 9,43,50,175 | 49.2106 | 9,43,47,859 | 2,316 | 99.9975 | 0.0025 |

Percentage of votes casted in favour: **99.9975%**, Percentage of votes casted against: **0.0025%**

RESULT:

As the numbers of votes casted in favour of the Resolution (99.9975%) are more than three times the number of votes casted against it (0.0025%), I declare that the Resolution has been passed by the shareholders with requisite majority.

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Result of the voting conducted through Postal Ballot on the **Item No.2 Special Resolution** for Re-appointment of Mr. Satish Chand Mathur (DIN: 03641285) as an Independent Director of the Company for a second term of three (3) consecutive years commencing from October 31, 2023 up to October 30, 2026 (both days inclusive):

| | | | |
|--|---|---|-------------------------|
| Total No. of Shareholders | | 52,094 | |
| Total No. of Shares | | 19,17,27,474 | |
| Receipt of Postal Ballot Forms | | From Thursday, September 28, 2023 at 09:00 a.m. (IST) till Friday, October 27, 2023 at 5.00 p.m. (IST) | |
| | | Number of Votes | Number of Shares |
| Total votes cast through e-voting | A | 237 | 9,43,50,164 |
| Less: Absence E voting | B | 0 | 0 |
| Valid No. of votes casted e-voting (Net) (A-B) | C | 237 | 9,43,50,164 |

(i) Voted in favour of the resolution:

| Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 220 | 9,40,48,532 | 99.6803 |

(ii) Voted against the resolution:

| Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 17 | 3,01,632 | 00.3197 |

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Web: www.tilind.com



(iii) Invalid votes:

| | |
|--|------------------------------------|
| Total number of member whose votes were declared invalid/Abstained | Total number of votes cast by them |
| NIL | NIL |

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)]*10 0 | 4 | 5 | (6)= [(4)/(2)]*10 0 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 8,04,58,460 | 7,94,62,556 | 98.7622 | 7,94,62,556 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Institutional holders | Remote E-Voting | 2,16,42,219 | 1,14,65,535 | 52.9776 | 1,11,66,378 | 2,99,157 | 97.3908 | 2.6092 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Others | Remote E-Voting | 8,96,26,795 | 34,22,073 | 3.8181 | 34,19,598 | 2,475 | 99.9277 | 0.0723 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Total | | 19,17,27,474 | 9,43,50,164 | 49.2106 | 9,40,48,532 | 3,01,632 | 99.6803 | 0.3197 |

Percentage of votes casted in favour: **99.6803 %**, Percentage of votes casted against: **0.3197 %**

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RESULT:

As the numbers of votes casted in favour of the Resolution (**99.6803 %**) are more than three times the number of votes casted against it (**0.3197 %**), I declare that the Resolution has been passed by the shareholders with requisite majority.

For Tilaknagar Industries Ltd.

AMIT
DAHANUK
AR

Digitally signed by
AMIT DAHANUKAR
Date: 2023.10.28
15:33:27 +05'30'

Amit Dahanukar
Chairman & Managing Director

Place: Mumbai
Date: October 28, 2023

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E regoff@tilind.com

Web: www.tilind.com

General information about company

| | |
|---|----------------------------|
| Scrip code | 507205 |
| NSE Symbol | TI |
| MSEI Symbol | NOTLISTED |
| ISIN | INE133E01013 |
| Name of the company | TILAKNAGAR INDUSTRIES LTD. |
| Type of meeting | Postal Ballot |
| Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot) | 27-10-2023 |
| Start time of the meeting | |
| End time of the meeting | |

Scrutinizer Details

| | |
|---|-----------------------|
| Name of the Scrutinizer | Pradyumansinh Vala |
| Firms Name | P.M.Vala & Associates |
| Qualification | CS |
| Membership Number | F5193 |
| Date of Board Meeting in which appointed | 27-09-2023 |
| Date of Issuance of Report to the company | 28-10-2023 |

| Voting results | |
|--|------------|
| Record date | 22-09-2023 |
| Total number of shareholders on record date | 52094 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of resolution passed in the meeting | 2 |
| Disclosure of notes on voting results | |

| Resolution(1) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Re-appointment of Maj. Gen. Dilawar Singh (Retd.) (DIN: 08216047) as an Independent Director of the Company for a second term of three (3) consecutive years commencing from October 31, 2023 up to October 30, 2026 (both days inclusive) | | | | |
| 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 | 80458460 | 79462556 | 98.7622 | 79462556 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 80458460 | 79462556 | 98.7622 | 79462556 | 0 | 100 |
| Public- Institutions | E-Voting | 21642219 | 11465535 | 52.9776 | 11465535 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 21642219 | 11465535 | 52.9776 | 11465535 | 0 | 100 |
| Public- Non Institutions | E-Voting | 89626795 | 3422084 | 3.8181 | 3419768 | 2316 | 99.9323 | 0.0677 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 89626795 | 3422084 | 3.8181 | 3419768 | 2316 | 99.9323 |
| Total | | 191727474 | 94350175 | 49.2106 | 94347859 | 2316 | 99.9975 | 0.0025 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

Details of Invalid Votes

| Category | No. of Votes |
|-----------------------------|--------------|
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

| Resolution(2) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Re-appointment of Mr.Satish Chand Mathur (DIN: 03641285) as an Independent Director of the Company for a second term of three (3) consecutive years commencing from October 31, 2023 up to October 30, 2026 (both days inclusive) | | | | |
| 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 | 80458460 | 79462556 | 98.7622 | 79462556 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 80458460 | 79462556 | 98.7622 | 79462556 | 0 | 100 |
| Public- Institutions | E-Voting | 21642219 | 11465535 | 52.9776 | 11166378 | 299157 | 97.3908 | 2.6092 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 21642219 | 11465535 | 52.9776 | 11166378 | 299157 | 97.3908 |
| Public- Non Institutions | E-Voting | 89626795 | 3422073 | 3.8181 | 3419598 | 2475 | 99.9277 | 0.0723 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 89626795 | 3422073 | 3.8181 | 3419598 | 2475 | 99.9277 |
| Total | | 191727474 | 94350164 | 49.2106 | 94048532 | 301632 | 99.6803 | 0.3197 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

Details of Invalid Votes

| Category | No. of Votes |
|-----------------------------|--------------|
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |



P. M. VALA & ASSOCIATES

COMPANY SECRETARIES

Shop No.1, Laxmi Sadan CHS. Ltd., Opp. New Rose Villa,

Daji Ramchandra Road, Charai, Thane (West) - 400 601

Ph: 022-2538 0966 / Cell: 98696 99875

E-mail: pmvala@yahoo.co.in / valaguroo@gmail.com

=====
Date: October 28,2023

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

Dear Sir,

Sub: Scrutiny of Postal Ballot only by voting through electronic means (Remote e-voting) received in respect of following Special Business contained under Item Nos. 1 and 2 of the Notice of Postal Ballot dated September 27, 2023

Item No.1- as a Special Resolution for Re-appointment of Maj. Gen. Dilawar Singh (Retd.) (DIN: 08216047) as an Independent Director of the Company for a second term of three (3) consecutive years commencing from October 31, 2023 up to October 30, 2026 (both days inclusive)

Item No.2 : as a Special Resolution for Re-appointment of Mr. Satish Chand Mathur (DIN: 03641285) as an Independent Director of the Company for a second term of three (3) consecutive years commencing from October 31, 2023 up to October 30, 2026 (both days inclusive)

I was appointed as the Scrutinizer by the Board of Directors on September 27, 2023 to scrutinize the votes cast on the aforesaid resolutions which could be casted by Postal Ballot only by voting through electronic means (Remote e-voting). I am submitting herewith my report for your perusal and record.

Thanking you,

Yours faithfully,
For P. M. Vala & Associates,
Company Secretaries

Pradyumansinh Manubhai Vala

P. M. Vala
(Proprietor)
FCS No. 5193, COP No. 4237
ICSI Unique Code: I2001MH250600
Encl: a/a.



P. M. VALA & ASSOCIATES

COMPANY SECRETARIES

Shop No.1, Laxmi Sadan CHS. Ltd., Opp. New Rose Villa,

Daji Ramchandra Road, Charai, Thane (West) - 400 601

Ph: 022-2538 0966 / Cell: 98696 99875

E-mail: pmvala@yahoo.co.in / valaguroo@gmail.com

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,
3rd 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), as amended from time to time, read with the General Circular No. 14/ 2020 dated April 08, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, and Circular No.10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021, Circular No. 03/2022 dated May 5, 2022 , Circular No. 11/2022 dated December 28, 2022 and General Circular No.09/2023 dated September 25,2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and pursuant to other applicable laws and regulations. I have been appointed as Scrutinizer by the Board of Directors of Tilaknagar Industries Ltd ('the Company') by circular resolution on September 27, 2023 to conduct the Postal ballot through electronic voting process ("remote e-voting") 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 **September 27, 2023** proposed to be passed by the Members of the Company

:

| | | |
|----|--------------------|--|
| 1. | Special Resolution | Re-appointment of Maj. Gen. Dilawar Singh (Retd.) (DIN: 08216047) as an Independent Director of the Company for a second term of three (3) consecutive years commencing from October 31, 2023 up to October 30, 2026 (both days inclusive) |
| 2. | Special Resolution | Re-appointment of Mr. Satish Chand Mathur (DIN: 03641285) as an Independent Director of the Company for a second term of three (3) consecutive years commencing from October 31, 2023 up to October 30, 2026 (both days inclusive) |

I submit my report as under:

1. The Company completed the dispatch of Postal Ballot Notice along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned by circular resolution **Wednesday, September 27, 2023** as confirmed by the Company, was sent via e-mail, only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories and whose e-mail addresses were registered with the Company / Registrar and Transfer Agent ('RTA') / Depository Participants (DPs) as on the **cut-off date i.e. Friday, September 22, 2023..**

Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope were not sent to the Members for this Postal Ballot.

2. The Company published an advertisement regarding the completion of dispatch of Postal Ballot Notices in **Business Standard** - English Newspaper on **Thursday, September 28, 2023** and **Kesari** (Marathi)-Vernacular Newspaper on **Thursday, September 28, 2023.**
3. The Company had availed the e-voting facility provided by Central Depository Services (India) Limited (CDSL) at www.evotingindia.com. The members of the Company holding shares as on the "cut-off" date of **Friday, September 22, 2023** were entitled to vote on the resolution as contained in the Notice.
4. The voting period (remote e-voting) commenced on **Thursday, September 28, 2023** at **09:00 a.m. (IST)** and concluded on **Friday, October 27, 2023** at **5:00 p.m. (IST)**. The votes cast under remote e-voting facility were thereafter unblocked.
5. Remote e-voting done by the Members have been entered in a Register maintained for the purpose in accordance with the Companies (Management and Administration) Rules, 2014, as amended.
6. In accordance with the Companies (Management and Administration) Rules, 2014 all votes casted through Remote e-voting **on or before 5.00 p.m. (IST)** on **Friday, October 27, 2023** (the last date and time fixed by the Company for receipt of remote e-voting) were considered for my scrutiny.

7. 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.
8. Members' demographic details , their voting rights and voting pattern were downloaded by me from CDSL e-voting Platform.
9. All the votes cast by the members were found to be valid.
10. The particulars of electronic voting report generated by CDSL have been entered in a separate Register maintained for the purpose.
11. The Management of the Company is responsible to ensure compliance with the requirements of the Act, Rules and the MCA Circulars relating to remote e-voting on the Resolutions contained in the Notice of the Postal Ballot.
12. My responsibility as scrutinizer for the voting on postal ballot through remote e-voting is restricted to making a Scrutinizer's Report on the votes cast in favour or against the said Resolutions. I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Special Resolutions.
13. On scrutiny, I report that out of **52094** Members, **238** Members have exercised their vote through Remote e-voting. 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 Maj. Gen. Dilawar Singh (Retd.) (DIN: 08216047) as an Independent Director of the Company for a second term of three (3) consecutive years commencing from October 31, 2023 up to October 30, 2026 (both days inclusive)

| | | | |
|--|---|---|-------------------------|
| Total No. of Shareholders | | 52,094 | |
| Total No. of Shares | | 19,17,27,474 | |
| Receipt of Postal Ballot Forms | | From Thursday, September 28, 2023 at 09:00 a.m. (IST) till Friday, October 27, 2023 at 5.00 p.m. (IST) | |
| | | Number of Votes | Number of Shares |
| Total votes cast through e-voting | A | 238 | 9,43,50,175 |
| Less: Absence E voting | B | 0 | 0 |
| Valid No. of votes casted e-voting (Net) (A-B) | C | 238 | 9,43,50,175 |

(i) Voted in favour of the resolution:

| Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 228 | 9,43,47,859 | 99.9975 |

(ii) Voted against the resolution:

| Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 10 | 2,316 | 00.0025 |

(iii) Invalid votes:

| Total number of member whose votes were declared invalid/Abstained | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

Summary of Postal Ballot

| Promoter/ Public | 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 | Remote E-Voting | 8,04,58,460 | 7,94,62,556 | 98.7622 | 7,94,62,556 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Institutional holders | Remote E-Voting | 2,16,42,219 | 1,14,65,535 | 52.9776 | 1,14,65,535 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Others | Remote E-Voting | 8,96,26,795 | 34,22,084 | 3.8181 | 34,19,768 | 2,316 | 99.9323 | 0.0677 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Total | | 19,17,27,474 | 9,43,50,175 | 49.2106 | 9,43,47,859 | 2,316 | 99.9975 | 0.0025 |

Percentage of votes casted in favour: **99.9975%**, Percentage of votes casted against: **0.0025%**

RESULTS:

As the number of votes casted in favour of the Resolution i.e. **99.9975%** is more than three times the number of votes casted against i.e. **0.0025%**, 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 September 27, 2023 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 Remote e-voting i.e. **October 27, 2023**.

Item No. 2- Special Resolution for Re-appointment of Mr. Satish Chand Mathur (DIN: 03641285) as an Independent Director of the Company for a second term of three (3) consecutive years commencing from October 31, 2023 up to October 30, 2026 (both days inclusive)

| | | | |
|--|---|---|-------------------------|
| Total No. of Shareholders | | 52,094 | |
| Total No. of Shares | | 19,17,27,474 | |
| Receipt of Postal Ballot Forms | | From Thursday, September 28, 2023 at 09:00 a.m. (IST) till Friday, October 27, 2023 at 5.00 p.m. (IST) | |
| | | Number of Votes | Number of Shares |
| Total votes cast through e-voting | A | 237 | 9,43,50,164 |
| Less: Absence E voting | B | 0 | 0 |
| Valid No. of votes casted e-voting (Net) (A-B) | C | 237 | 9,43,50,164 |

(i) Voted in favour of the resolution:

| Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 220 | 9,40,48,532 | 99.6803 |

(ii) Voted against the resolution:

| Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 17 | 3,01,632 | 00.3197 |

(iii) Invalid votes:

| | |
|--|------------------------------------|
| Total number of member whose votes were declared invalid/Abstained | Total number of votes cast by them |
| NIL | NIL |

Summary of Postal Ballot

| Promoter/ Public | 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 | Remote E-Voting | 8,04,58,460 | 7,94,62,556 | 98.7622 | 7,94,62,556 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Institutional holders | Remote E-Voting | 2,16,42,219 | 1,14,65,535 | 52.9776 | 1,11,66,378 | 2,99,157 | 97.3908 | 2.6092 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Others | Remote E-Voting | 8,96,26,795 | 34,22,073 | 3.8181 | 34,19,598 | 2,475 | 99.9277 | 0.0723 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Total | | 19,17,27,474 | 9,43,50,164 | 49.2106 | 9,40,48,532 | 3,01,632 | 99.6803 | 0.3197 |

Percentage of votes casted in favour: **99.6803 %**, Percentage of votes casted against: **0.3197 %**

RESULTS:

As the number of votes casted in favour of the Resolution i.e. **99.6803 %**, is more than three times the number of votes casted against i.e. **0.3197 %** 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 September 27, 2023 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 Remote e-voting i.e. **October 27, 2023**.

14. I further report that as per the Postal Ballot Notice dated **September 27, 2023** and the Circular Resolution dated **September 27, 2023**, the Chairman or any person authorized by him in writing may declare and confirm the above results of voting through Remote

e-voting in respect of the Resolutions referred herein above **on or before Monday, October 30, 2023** at the Corporate Office of the Company and 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 and CDSL i.e. 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.

15. 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 Remote e-voting 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 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,

**For P. M. Vala & Associates,
Company Secretaries**

Pradyuman
sinh
Manubhai
Vala

Digitally signed by Pradyuman
sinh
DN: cn=Pradyuman Singh,
o=Pradyuman Singh,
ou=Pradyuman Singh,
email=pradyuman.singh@pmsa.com,
c=IN

**P. M. Vala
(Proprietor)
FCS No. 5193, COP No. 4237
ICSI Unique Code: I2001MH250600
Peer Review No.1884/2022 UDIN:
UDIN : F005193E001501963**

**Place: Thane
Date: October 28, 2023**