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TILAK FINANCE LTD.

29th ANNUAL REPORT
FINANCIAL YEAR 2009-10

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TILAK FINANCE LIMITED

REGISTERED OFFICE

E-109, Crystal Plaza, New Link Road,
Andheri (West), Mumbai - 400 053.

29TH ANNUAL REPORT 2009 - 2010

BOARD OF DIRECTORS

MR. G. K. AGRAWAL	- DIRECTOR
MRS. TANU AGRAWAL	- DIRECTOR
MR. SATISH SINGASANE	- DIRECTOR

AUDITORS

M/s. R. SONI & CO.

[Chartered Accountants]

H-2, 29, JAL PADMA C.H.S., OPP. RAM MANDIR,
BANGUR NAGAR, GOREGAON (W), MUMBAI – 400 104

REGISTERED OFFICE

E-109, CRYSTAL PLAZA, NEW LINK ROAD,
ANDHERI (W), MUMBAI – 400 053

REGISTRAR & TRANSFER AGENT

M/S SHAREX DYNAMIC(INDIA) PVT. LTD
UNIT NO. 1, LUTHRA INDUSTRIAL PREMISES, ANDHERI KURLA ROAD,
SAFED POOL, ANDHERI (EAST), MUMBAI – 400 072.

BANKERS

AXIS BANK LTD.
YES BANK LTD.

WEBSITE : www.tilakfinance.com

E-MAIL : tilakfin@gmail.com

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NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Members of **TILAK FINANCE LIMITED** will be held on Wednesday, **14th July, 2010** at **3:30 P.M.** at the Registered Office at E-109, Crystal Plaza, New Link Road, Andheri (W), Mumbai-400 053. to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts for the year ended on 31st, March 2010 and reports of Directors and Auditors thereon.
2. To appoint Mrs. Tanu Agrawal as Director of the company, who retires by rotation and, being eligible, offers herself for reappointment
3. To appoint Shri. Satish Singasane as Director of the company, who retires by rotation and, being eligible, offers himself for reappointment
4. To appoint auditor and to fix his remuneration in consultation with the board.

"Resolved that M/s. Pravin Chandak & Associates., Chartered Accountants be and hereby appointed as a Auditor of the Company in place of M/s. R. Soni & Co., Chartered Accountant, to hold the office from the conclusion of this meeting until the conclusion of next Annual General Meeting, at a remuneration to be fixed by the board of directors."

5. To issue shares on preferential basis to Promoters and non promoters

Item No.2: Issue of Equity shares on preferential basis in the company

To consider and, if thought fit, to pass with or without modification (S), the following resolution as a special resolutions:

RESOLVED THAT in accordance with the provisions of section 81, 81(1A) and other applicable provisions if any of the Companies act, 1956 and in accordance with the existing guidelines issued by the Securities and Exchange Board of India (SEBI) and subject to all necessary approvals, consents, permissions and / or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, Secretarial of Industrial Approvals under the Foreign Exchange Management Act, 1999 (including any statutory modification or reenactment thereof, for the time being in force) and other applicable laws, and enabling provisions in the Memorandum and Articles of association of the company and the listing agreements entered into by the company with the stock exchange where the shares of the company are listed and subject to such terms and conditions as may be determined by the board of directors of the company (herein after referred to as "The Board" which expression shall include a committee, constituted for the time being in force, thereof) and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board, the consent and approval of the company be and is hereby accorded to Board and the Board be and is hereby authorised to offer, issue and allot on preferential basis Fifty Lakhs {1,10,00,000} Equity Shares of Face Value of Rs. 10/- each at a premium of Rs. 5/- per share aggregating to Rs.16,50,00,000/- (Rupees Sixteen Crores Fifty Lakhs only) from time to time in one or more lots to promoters, promoter group (Which expression shall mean and include the promoters associate companies, their relatives, friends, companies controlled by them hereinafter referred to as promoter group) and to persons not falling under promoters group, being the price which is in accordance with the guidelines for Preferential Issue contained in Chapter XIII of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009, (SEBI ICDR Regulations) persons mentioned below on a Preferential basis:

TILAK FINANCE LIMITED

Sr. No	Name of the proposed Allottees	Address of the Proposed Allottees	No of equity shares to be allotted	Category	Allottee is : QIB/NFI/FII/Trust/Banks
1	Axon Infotech Ltd. PAN: AADCA3800G	E-109, Crystal Plaza, New Link Road, Andheri (W), Mumbai - 53	2300000	Promoter Group Co.	No
2	Shree Nath Commercial & Finance Ltd. PAN: AADCS8871M	E-109, Crystal Plaza, New Link Road, Andheri (W), Mumbai - 53	2060000	Promoter Group Co.	No
3	Kayaguru Health Solutions Pvt. Ltd. PAN: AADCK2585Q	E-109, Crystal Plaza, New Link Road, Andheri (W), Mumbai - 53	2200000	Promoter Group Co.	No
4	Romy Realty Pvt. Ltd. PAN: AADCR6342Q	K-2, Krishna Kunj, Old Post office Building, Mira Road, Thane - 401105	500000	Non Promoter	No
5	Surface Finance Pvt. Ltd. PAN: AABCS1202L	K-2, Krishna Kunj, Old Post office Building, Mira Road, Thane - 401105	500000	Non-Promoter	No
6	Rupak Developers Pvt. Ltd. PAN: AADCR6341P	G-4,A, Govind Rao, Apartment, Goddev Naka, Bhayander (e), 401105	500000	Non Promoter	No
7	Sanjay Kumath PAN: ACNPK4953D	15/1, South Tukoganj, Gorani Compound, Indore - 452004	100000	Non Promoter	No
8	Sunita Rakesh Jain PAN: AAJPJ3753B	Gala No. 4, Nair Wadi, Makharia Compound, Kherwadi Road, Sakinaka, Mumbai -400 072	100000	Non-Pomoter	No
9	Sunita K. Parmar PAN: AAFPP7308D	30/1, Saideep Apartment, J.B. Nagar, Andheri (E), Mumbai - 59.	100000	Non Promoter	No
10	Bherulal Parmar PAN: AAAPP8066H	T/94, Old Barrack, Mahul Road, Vashi Naka, Chembur, Mumbai - 74	100000	Non Promoter	No
11	Taalish Shahid Khan PAN: APEPK5778C	Row House No.8, Jimmy Tower CHSL, Sector 4, Navi Mumbai - 400703	100000	Non Promoter	No
12	Laxman Rao Tatyarao More PAN: ACYPM9426C	TQ Omerga, Opp. Nagar palika, Osmanabad -413606, Pune.	100000	Non-Promoter	No
13	Hitesh Govind Patel PAN: AJJPP7134Q	403, Kailash Palace, Upashray Lane, Ghatkopar (E), Mumbai - 77.	100000	Non Promoter	No
14	Pankaj Govind Patel PAN: AQAPP3437E	403, Kailash Palace, Upashray Lane, Ghatkopar (E), Mumbai - 77.	100000	Non-Promoter	No
15	Anil B. Bhandari PAN: AAEPB5578J	Gulmohar Cross Road, NO. 7, Juhu, Vile Parle (w), Mumbai - 49	100000	Non-Promoter	No
16	Jayshri B. Bhandari PAN: AEYPB2771H	Gulmohar Cross Road, NO. 7, Juhu, Vile Parle (w), Mumbai - 49	100000	Non-Promoter	No
17	Sudeep Rajaram Nargolkar PAN: ACVPN8168P	S-30,Indraneel, Plot No.7, Bandra Reclamation Bandra (W), Mumbai - 50	100000	Non- Promoter	No
18	Parasmal Deshlahra PAN: ADAPD5157 E	301, Royal Arch, 5/6, South Tukoganj, Indore	100000	Non-Promoter	No
19	Kirtilal Moolchand Shah Huf PAN: AACHK6668J	1001, Garden View, 8, J.Mehta Marg, Walkeshwar, Mumbai -6	200000	Non-Promoter	No
20	Chirag Shantilal Shah Huf PAN: AACHC5430J	704, Gokul Apartment,14, Khetwadi Back Road, Mumbai -4	200000	Non-Promoter	No
21	Ruchita Amt Shah PAN: AXNPS2509L	1001, Garden View, 8,J.Mehta Marg, Walkeshwar, Mumbai -6	200000	Non Promoter	No
22	Amarshibhai Ravji Bhai Miyani, PAN: ABEPM9616M	21, Bhojalram Society, OPP. Dharmista Park, Varcha Surat.	50000	Non-Promoter	No

TILAK FINANCE LIMITED

Sr. No	Name of the proposed Allottees	Address of the Proposed Allottees	No of equity shares to be allotted	Category	Allottee is : QIB/NFI/FII/Trust/Banks
23	Ravji Bhai Padma Bhai Miyani PAN: AHAPM7499L	21, Bhojalram Society, OPP. Dharmista Park, Varcha Surat.	50000	Non-Promoter	No
24	Ramesh R. Lukhi / Hansa R. Lukhi / Atul D. Kalathiya	1007/C, Upavan Tower,Upper Govind Nagar, Malad (E), Mumbai -97	100000	Non-Promoter	No
25	Dhiru Bhai Purshotam Bhai Savani	A/203, Green Terras Building, Karan Park Soc Road, Surat - 395009	50000	Non Promoter	No
26	Bhupat R. Lukhi / Mahdu B. Lukhi / Bharat B. Luki	Shantivan-2, C-510 Raheja Township Malad (E), Mumbai - 97	100000	Non Promoter	No
27	Naresh G. Lukhi / Paresh G. Lukhi / Umesh T. Lukhi	14/b, Vinayak Heights,Upper Govind Nagar, Malad (E), Mumbai -97	100000	Non-Promoter	No
28	Pravin R. Dhameliya Kailash P. Dhameliya	A-805, Krishna Heights, Upper Govind Nagar, Malad (E), Mumbai - 97	40000	Non-Promoter	No
29	Rameshbhai Manjibhai Mangukhiya PAN: ABJPM9233B	66,Trupti Soc.Ved Road, Khatargam - Surat	25000	Non promoter	No
30	Bharatbhai Mangukhiya PAN:AGZPM7572L	B-A04, Vastu Siddhi, Vastu Enclave, R.G. Road, Pump House, Andheri (E), Mumbai	25000	Non-Promoter	No
31	Bharati Chirania PAN: ADRPC9956D	301, Sona Chambers, 507/509, JSS Road, Chira Bazar, Marine Lines (E),Mumbai	50000	Non-Promoter	No
32	Anju Chirania PAN::AFCPC9073Q	1 ST Floor, Plot NO. 172, Shree Mangesh, Santa Durga CHS, Navi Mumbai	50000	Non-Promoter	No
33	Preeti Chirania PAN: AKBPC0636M	3, Plot-172, Mangesh Santa Durga CHS, Navi Mumbai	50000	Non-promoter	No
34	Sachin Chirania PAN: ABXPC0141L	3, Plot-172, Mangesh Santa Durga CHS, Navi Mumbai	50000	Non-Promoter	No
35	Sudheer Chirania PAN: AAGPC2884A	1 st Floor, Plot NO.172Shree Mangesh Santa Durga, CHS, Navi Mumbai	50000	Non-Promoter	No
36	Sanjeev Chirania PAN: AAGPC4140D	301, Sona Chambers, 507/509, JSS Road, Chira Bazar, Marine Lines (E),Mumbai	50000	Non-Promoter	No
37	Lata Dharmendra Goyal PAN: ABSPG2562Q	24/25,Trilok Darshan,4 th Kasturba Road, Borivali (W), Mumbai 66	100000	Non-Promoter	No
38	Aditya Dharmendra Goyal PAN: AARPG4152E	24/25,Trilok Darshan,4 th Kasturba Road, Borivali (W), Mumbai 66	100000	Non Promoter	No
39	Jitesh S. Kamdar PAN: ACSPK7572P	502, Heritage 16, Lajpatrai Road, Vile Parle (W),Mumbai - 56	50000	Non-Promoter	No
40	Nilesh S. Kamdar PAN: ACSPK8309L	502, Heritage 16, Lajpatrai Road, Vile Parle (W),Mumbai - 56	50000	Non-Promoter	No
		Total	1,10,00,000		

RESOLVED FURTHER THAT the Equity Shares on Preferential basis shall be issued by the company on the following terms and conditions:

- 1) The equity shares to be issued on preferential basis to above allottees shall be locked in for a period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009.
- 2) The entire amount of the value per share i.e. Rs. 15/- per share (Including a share premium of Rs. 5/- per share) to be paid at the time of application.

RESOLVED FURTHER THAT for the purpose of giving effect to the said Special Resolution u/s. 81, 81(1A) and other applicable provisions of the Companies Act, 1956 the Board of Directors of the Company are hereby Authorized to take such steps and to do all such acts, deeds, matters and things and agree and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as they deem fit and appropriate and give such directions / instructions as may be necessary to settle any question or difficulty for the offer / issue and allotment of Equity Shares in such manner as may be deemed fit and appropriate by the Board of Directors and or any legal / regulatory body, to be most beneficial to the company.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby Authorized to delegate any or all the powers conferred upon it by this resolution, to any committee formed thereof for the powers conferred upon it by this resolution, to any individual so Authorized by the Board.

RESOLVED FURTHER THAT the shares referred to above shall in all respect rank pari-passu with the existing fully paid up equity shares of the company, provided that they shall confer on the holders of the right to dividend, if any, for the financial year in which they are allotted pari-passu from the date of allotment of new shares.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby Authorized to determine the terms and conditions of the issue including face value, quantity, issue price (Including Price range), manner of calls etc. in such manner as the Board may deem fit and proper in its absolute discretion to be most beneficial to the company and to approach SEBI and / or any other competent authority to do all such acts, deeds, matters and things as may be necessary, appropriate and proper or expedient for giving effect to the above Resolution.

RESOLVED FURTHER THAT the funds so raised shall fulfill the additional fund requirements for capital expenditure including acquisition of companies /business, funding long term working capital requirements, marketing, setting up of offices abroad and for other approved corporate purposes.

RESOLVED FURTHER THAT the relevant date in relation to the shares for the purpose of determining the issue price under SEBI (Issue of Capital and Disclosure Requirements) Regulation 2009 relating to the shares issued on preferential basis shall be 14/06/2010

BY ORDER OF THE BOARD OF DIRECTORS

Registered Office :
E-109, Crystal Plaza,
New Link Road, Andheri (W),
Mumbai - 400 053

Girraj Kishore Agrawal
Chairman

Place : MUMBAI
Date: 15th June, 2010

NOTES

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2) The Register of Members and the Transfer Book of the Company will remain closed from 12/07/2010 to 14/07/2010 (both Days inclusive)
- 3) Members / Proxies should bring attendance slip duly filled in for attending the meeting. Members are also requested to bring their copies of Annual Report.
- 4) Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat / physical form at :
- 5) Printed copies of the Balance Sheet, Profit and Loss Account, Director's Report, the Auditor's Report and every other document required by the law to be annexed or attached to the Balance Sheet for the period ended 31st March, 2010 are enclosed herewith.
- 6) Members seeking any information with regard to accounts are requested to write to the company at least one week in advance so as to enable the management to keep the information ready.
- 7) Proxies in order to be effective must be deposited duly stamped and signed at the Registered Office of the Company not less than 48 hours before the meeting.

The relative Explanatory Statement pursuant to Sections 173(2) and 192A (2) of the Companies Act, 1956 setting out material facts is annexed hereto.

ITEM NO 2

As per Section 81(1A) of the Companies Act, 1956, approval of shareholders in the General Meeting is required for allotment of shares on preferential basis and hence the resolution is placed before the shareholders.

The Directors recommended the resolution for your approval.

Mr. Girraj Kishor Agrawal and Mrs. Tanu Agrawal, directors of the company may be deemed to be concerned or interested in the resolution to the extent of securities issued / allotted to his company in which he is a director or member of any

The required disclosure as per 13.1A of SEBI ICDR Regulations regarding Proposed issue is as under:-

- 1) **Objects of this issue:** - The object of the issue is to fulfill the additional fund requirements for capital expenditure including acquisition of companies /business, funding long term working capital requirements, marketing, setting up of offices abroad and for other approved corporate purposes.
- 2) **Intention of Promoters /Directors /Key management persons to subscribe to the offer :**
Axon Infotech Ltd., Shree Nath Commercial & Finance Ltd., Kayaguru Health Solutions Pvt. Ltd., which are promoter group company, has agreed to subscribe the following shares offered by the company.