



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

NOTICE

NOTICE is hereby given that the **79th Annual General Meeting (AGM)** of the Members of Tilaknagar Industries Ltd. will be held on **Saturday, September 27, 2014 at 10.30 a.m.** at the Registered Office of the Company i.e. P.O. Tilaknagar, Tal. Shrirampur, Dist. Ahmednagar, Maharashtra- 413 720 to transact the following business:

ORDINARY BUSINESS

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

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.

Item No. 2 - Declaration of dividend

To declare dividend on equity shares for the financial year ended March 31, 2014.

Item No. 3 - Re-appointment of Mrs. Shivani Amit Dahanukar, who retires by rotation

To appoint a Director in place of Mrs. Shivani Amit Dahanukar (DIN:00305503), who retires by rotation and being eligible, offers herself for re-appointment.

Item No. 4 - Re-appointment of Statutory Auditors

To re-appoint M/s Batliboi & Purohit, Chartered Accountants (Firm Registration No. 101048W) as the Statutory Auditors of the Company to hold office from the conclusion of the 79th Annual General Meeting till the conclusion of the 82nd Annual General Meeting, subject to ratification of their appointment by the Members at every Annual General Meeting held after this Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

Item No. 5 – Not to fill the vacancy caused by retirement of Mr. V. B. Haribhakti, Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT Mr. V. B. Haribhakti (DIN: 00088062), Director liable to retire by rotation, who does not offer himself for re-appointment be not re-appointed as a Director of the Company and the vacancy so caused on the Board of Directors be not filled-up.”

Item No. 6 - Appointment of Dr. Vishnu Kanhere as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Vishnu Kanhere (DIN: 00999861), Director of the Company whose period of office is liable to retire by rotation and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director along with the deposit of the requisite amount under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term expiring on March 31, 2019, not liable to retire by rotation.”

Item No. 7 - Appointment of Dr. Ravindra Bapat as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Ravindra Bapat (DIN: 00353476), Director of the Company whose period of office is liable to retire by rotation and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director along with the deposit of the requisite

amount under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term expiring on March 31, 2019, not liable to retire by rotation."

Item No. 8 - Appointment of Mr. C. V. Bijlani as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. C. V. Bijlani (DIN: 02039345), Director of the Company whose period of office is liable to retire by rotation and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director along with the deposit of the requisite amount under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term expiring on March 31, 2019, not liable to retire by rotation."

Item No. 9 - Appointment of Mr. Madan Goyal as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Madan Goyal (DIN: 00377825), Director of the Company whose period of office is liable to retire by rotation and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director along with the deposit of the requisite amount under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term expiring on March 31, 2019, not liable to retire by rotation."

Item No. 10 - Appointment of Mr. Ronil Sujan as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ronil Sujan (DIN:01780094), who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 31, 2013, in terms of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director along with the deposit of the requisite amount under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term expiring on March 31, 2019, not liable to retire by rotation."

Item No. 11 - Approval of the remuneration payable to the Cost Auditors for the financial year 2014-15

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s P. D. Phadke & Associates, Cost Auditors, appointed by the Board of Directors for conducting the audit of cost accounting records maintained by the Company relating to manufacturing of the products covered under the aforesaid rules, be paid a remuneration of ₹ 1,50,000/- (Rupees One Lac Fifty Thousand Only) plus service tax as applicable and re-imbursalment of out of pocket expenses as may be incurred by them for conducting the Cost Audit for the financial year 2014-15;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

Place : Mumbai
Date : August 14, 2014

Gaurav Thakur
Company Secretary

Registered Office:

P.O. Tilaknagar, Tal. Shrirampur,
Dist. Ahmednagar, Maharashtra-413 720

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company. Members holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. A Proxy form is annexed with this Notice. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.

2. In case of joint holders attending the Meeting, only that joint holder who is higher in the order of names will be entitled to vote.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Special Business to be transacted at the Meeting is annexed hereto.
4. Brief resumes of the Directors proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, name of companies in which they hold directorships and membership/ chairmanships of Board Committees, shareholding and relationships between them inter-se as stipulated under Clause 49 of the Listing Agreement, are provided in the Corporate Governance Report forming part of the Annual Report.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 20, 2014 to Saturday, September 27, 2014 (both days inclusive) for the purpose of Annual General Meeting and determining the entitlement of the dividend for the financial year ended March 31, 2014.
6. The payment of the dividend of ₹ 0.80 (Eight Paisa only) per equity share of ₹ 10/- each as recommended by the Board of Directors for the financial year 2013-14 shall be made on or before October 04, 2014 on its declaration by the Members at this Annual General Meeting:
 - i) to all Members in respect of shares held in physical form whose names appear on the Company's Register of Members as on September 20, 2014

after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on September 19, 2014; and

- ii) to all Beneficial Owners in respect of shares held in dematerialized form whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on September 19, 2014.
7. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars can not act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company's Registrar and Share Transfer Agents i.e Bigshare Services Pvt. Ltd., E-2/3, Ansa Industrial Estate, Sakivihar Road, SakiNaka, Andheri(East), Mumbai-400 072.

8. Under Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of declaration is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred ₹ 92,918/- being the unclaimed dividend amount pertaining to the financial year 2005-06 to the Investor Education and Protection Fund of the Central Government.
9. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unclaimed dividend amounts lying with it as on September 11, 2013 (date of last Annual General Meeting) on its website i.e. www.tilind.com and also on the Ministry of Corporate Affairs' website.

The concerned Members are advised to claim the same by sending request letter along with letter of undertaking available on the website of the Company and self-attested PAN Card copy to the Company's Registrar and Share Transfer Agents before the due date for its transfer to the Investor Education and Protection Fund (IEPF), constituted by the Central Government i.e. seven years from the date of declaration of the dividend.

10. The details of bonus shares lying unclaimed in the TI-Unclaimed Suspense Account are available on the Company's website i.e. www.tilind.com. Concerned Members may claim the same by sending request letter in this regard alongwith self attested address proof, PAN Card copy and demat account details to the Company's Registrar and Share Transfer Agents.
11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat accounts dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form or transferees of Physical Shares must furnish their self-attested copy of the PAN card to the Company/Registrar and Share Transfer Agents.
13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, companies can serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in physical form, who have not registered their email address with the Company, are requested to submit their request with their valid email address to the Registrar and Share Transfer Agents of the Company. Members holding shares in demat form are requested to register/update their email address with their Depository Participant directly. Members of the Company, who have registered their email address are entitled to receive such communication in physical form upon request.

Accordingly, electronic copy of the Annual Report for the financial year 2013-14 and Notice of the 79th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email address are registered with the Company/ Depository for communication purposes unless any Member has requested for a hard copy of the same. Even after registering for e-communication, Members are entitled to receive the same in physical form, upon making a request in this regard, by post at free of cost. For this purpose, the Members may also send requests to the designated email address i.e. investor@tilind.com.
14. Members may also note that the Annual Report for the financial year 2013-14 and the Notice of the 79th Annual General Meeting will also be available on the Company's website i.e. www.tilind.com.
15. The Annual Report for the financial year 2013-14, the Notice of the 79th Annual General Meeting and all documents referred to in the Notice and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 including Certificate of Auditors with respect to implementation of ESOP Schemes of the Company (which shall also be placed in the Meeting) are available for inspection by the Members of the Company without any fee at the Company's Registered Office at P.O. Tilaknagar, Tal. Shrirampur, Dist. Ahmednagar, Maharashtra-413 720 between 11.00 a.m and 01.00 p.m. on all working days except Saturday up to the date of the Annual General Meeting.
16. Members are requested to:
 - (a) intimate any change in their addresses/mandates and address all their queries relating to shares of the Company to the Registrar and Share Transfer Agents i.e. Bigshare Services Pvt. Ltd., E-2/3, Ansa Industrial Estate, Sakivihar Road, SakiNaka, Andheri (East), Mumbai – 400 072 for shares held in physical form.
 - (b) quote Client ID and DP ID in respect of shares held in dematerialized form and ledger folio number in respect of shares held in physical form in all the correspondence.
 - (c) make nomination in respect of the shares held in physical form in the Company. The Nomination Form as prescribed by the Ministry of Corporate Affairs can be obtained from the Registrar and Share Transfer Agents of the Company.
17. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
18. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary

arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

The instructions for Members for exercising their vote through e-voting are as under:

- (i) The voting period begins on Sunday, September 21, 2014 at 10.00 a.m. and ends on Tuesday, September 23, 2014 at 06.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, August 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.

- (iv) Now, select the "Tilaknagar Industries Ltd." from the drop down menu and click on "SUBMIT".
- (v) Now Enter your User ID
 - a. For CDSL : 16 digits beneficiary ID
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio/client id number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company, please enter the number of shares in the Dividend Bank details field.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for "Tilaknagar Industries Ltd." on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xv) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non - Individual Shareholders
- Non - Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
20. The Members, who have voted electronically, are not eligible to vote by ballot paper.
21. Mr. R. T. RajGuroo, Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
22. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
23. The Results shall be declared on or after the Annual General Meeting of the Company and the resolutions shall be deemed to be passed on the date of the Annual General Meeting subject to receipt of the requisite numbers of votes in favour of the resolutions.
24. The Results declared along with the Scrutinizer's report shall be placed on the Company's website i.e. www.tilind.com and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company. The Results will also be communicated to the Stock Exchanges where the shares of the Company are listed.
- EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL THE MATERIAL FACTS RELATING TO SPECIAL BUSINESS:**
- Item No. 5**
- Mr. V. B. Haribhakti is a Non-Executive Independent Director of the Company. He joined the Board of Directors on March 15, 1977. He retires by rotation at this Annual General Meeting under the applicable provisions of the Companies Act, 1956 and does not seek re-appointment owing to his advancing age.
- The Board places on record its appreciation for the valuable services rendered by him during his tenure of more than three decades as Director of the Company. The Board does not propose to fill the vacancy arising from the retirement of Mr. V. B. Haribhakti.
- Accordingly, the Board recommends the Ordinary Resolution set forth in Item No. 5 for the approval of the Members.
- None of the Directors and Key Managerial Personnel and their relatives except Mr. V. B. Haribhakti, to whom the resolution relates, is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.
19. The voting rights of the Members for the purpose of e-voting shall be reckoned in proportion to the paid-up value of the equity shares registered in their name as on Friday, August 22, 2014.

Item Nos. 6 to 9

The Members may be aware that upto April 01, 2014, majority of the Sections of the Companies Act, 2013 have become operative, replacing the corresponding provisions of the Companies Act, 1956.

Dr. Vishnu Kanhere, Dr. Ravindra Bapat, Mr. C. V. Bijlani and Mr. Madan Goyal are the Non-Executive Independent Directors of the Company appointed at various times and liable to retire by rotation pursuant to the provisions of the Companies Act, 1956 and Clause 49 of the Listing Agreement.

Certain specific procedures for the appointment and remuneration of Independent Directors have been prescribed under the Companies Act, 2013, besides the term of Independent Directors can be for a period up to five consecutive years and they are not liable to retire by rotation during this period. Also, the Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Directors by a listed company (effective from October 01, 2014).

Accordingly, it is proposed to appoint Dr. Vishnu Kanhere, Dr. Ravindra Bapat, Mr. C. V. Bijlani and Mr. Madan Goyal as Independent Directors under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold office for a term expiring on March 31, 2019 and not liable to retire by rotation during this period.

Dr. Vishnu Kanhere, Dr. Ravindra Bapat, Mr. C. V. Bijlani and Mr. Madan Goyal are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have also given their consent to act as Directors.

The Company has received a notice in writing from a Member of the Company proposing the candidatures of Dr. Vishnu Kanhere, Dr. Ravindra Bapat, Mr. C. V. Bijlani and Mr. Madan Goyal for the office of the Directors of the Company along with the deposit of requisite amount under Section 160 of the Companies Act, 2013.

The Company has also received declarations from all the above Directors that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Dr. Vishnu Kanhere, Dr. Ravindra Bapat, Mr. C. V. Bijlani and Mr. Madan Goyal fulfils the conditions specified in the Companies Act, 2013 and rules made there under for their appointment as Independent Directors of the Company and are independent of the management. Copy of the draft letter of appointment of all the above Directors setting out the terms and conditions of appointment are available for inspection by the Members

of the Company without any fee at Company's Registered Office at P.O. Tilaknagar, Tal. Shrirampur, Dist. Ahmednagar, Maharashtra-413 720 between 11.00 a.m and 01.00 p.m. on all working days except Saturday up to the date of the Annual General Meeting i.e. September 27, 2014 and have also been uploaded on the Company's Website i.e. www.tilind.com.

Brief resume of all the above Directors, nature of their expertise in specific functional areas and name of companies in which they hold directorship and membership/chairmanship of Board Committees, shareholding and relationship between director inter-se as stipulated under Clause 49 of the Listing Agreement, are provided in the Corporate Governance Report forming part of the Annual Report.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of all the above Directors as Independent Directors. Accordingly, the Board recommends the Ordinary Resolutions set forth in Item Nos. 6 to 9 for the approval of the Members.

Dr. Vishnu Kanhere, Dr. Ravindra Bapat, Mr. C. V. Bijlani and Mr. Madan Goyal are interested in the resolutions set out respectively at Item No. 6 to 9 of the Notice with regard to their respective appointments and the relatives of the above Directors may be deemed to be interested in the resolutions respectively to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 6 to 9.

Item No. 10

The Board of Directors of the Company had, at its Meeting held on October 31, 2013, appointed Mr. Ronil Sujan as an Additional Director of the Company with effect from October 31, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Ronil Sujan is holding office up to the date of this Annual General Meeting.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, it is proposed to appoint Mr. Ronil Sujan as an Independent Director of the Company to hold office for a term expiring on March 31, 2019 and not liable to retire by rotation during this period.

Mr. Ronil Sujan is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has also given his consent to act as Director.

The Company has received a notice in writing from a Member of the Company proposing the candidature of Mr. Ronil Sujan

for the office of the Director of the Company along with the deposit of requisite amount under Section 160 of the Companies Act, 2013.

The Company has also received declaration from Mr. Ronil Sujan about his meeting the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Ronil Sujan fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as Independent Director of the Company and is independent of the management. Copy of his draft letter of appointment setting out the terms and conditions of appointment is available for inspection by the Members of the Company without any fee at Company's Registered Office at P.O. Tilaknagar, Tal. Shrirampur, Dist. Ahmednagar, Maharashtra-413 720 between 11.00 a.m and 01.00 p.m. on all working days except Saturday up to the date of the Annual General Meeting i.e. September 27, 2014 and has also been uploaded on the Company's Website i.e. www.tilind.com.

Brief resume of Mr. Ronil Sujan, nature of his expertise in specific functional areas and name of companies in which he holds directorship and membership/chairmanship of Board Committees, shareholding and relationship between director inter-se as stipulated under Clause 49 of the Listing Agreement, are provided in the Corporate Governance Report forming part of the Annual Report.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, the Board recommends the Ordinary Resolution set forth in Item No. 10 for the approval of the Members.

None of the Directors and Key Managerial Personnel and their relatives except Mr. Ronil Sujan, to whom the resolution relates, is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

Item No. 11

Pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and based on the recommendations of the Audit Committee, the Board of Director of the Company had appointed M/s. P. D.

Phadke & Associates, Cost Accountants as Cost Auditors for the financial year 2014-15 for conducting the audit of cost accounting records maintained by the Company relating to manufacturing of the products covered under the aforesaid rules at a remuneration of ₹ 1,50,000/- (Rupees One Lac Fifty Thousand Only) plus service tax as applicable and reimbursement of out of pocket expenses as may be incurred by them for conducting the Cost Audit for the financial year 2014-15.

The following certificates obtained from them are available for inspection without any fees at Company's Registered Office at P.O. Tilaknagar, Tal. Shrirampur, Dist. Ahmednagar, Maharashtra-413 720 between 11.00 a.m and 01.00 p.m. on all working days except Saturday up to the date of the Annual General Meeting i.e. September 27, 2014:

1. certifying their independence and arms length relationship with the Company; and
2. certifying that their appointment if made, will be in conformity with limits specified in Section 141 of the Companies Act, 2013 and they hold a valid certificate of practice and are eligible under Section 148 of the Companies Act, 2013 for being appointed as Cost Auditors.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is subject to ratification by the Members of the Company. Accordingly, the Board recommends the Ordinary Resolution set forth in Item No. 11 for the approval of the Members.

None of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 11.

By Order of the Board

Place : Mumbai
Date : August 14, 2014

Gaurav Thakur
Company Secretary

Registered Office:

P.O. Tilaknagar, Tal. Shrirampur,
Dist. Ahmednagar, Maharashtra-413 720



CIN: L15420PN1933PLC133303

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

ATTENDANCE SLIP

Regd. Folio No./ DP ID - Client ID : _____
Name of the Member/Proxy : _____
No. of Shares held : _____

I hereby record my presence at the 79th Annual General Meeting of Tilaknagar Industries Ltd. held on September 27, 2014 at 10.30 a.m. at its Registered Office i.e. P.O. Tilaknagar, Tal. Shrirampur, Dist. Ahmednagar, Maharashtra – 413 720.

Signature of the Member/Proxy

Notes:

- 1. Only Member/Proxy can attend the Meeting.
- 2. Member/Proxy who wish to attend the Meeting must bring this attendance slip to the Meeting and hand it over at the entrance of the Meeting hall.
- 3. Member/Proxy should bring his/her copy of the Annual Report for reference at the Meeting.



CIN: L15420PN1933PLC133303

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

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)

Registered Address

E-mail ID

Folio No./Client ID

DP ID

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

- 1) Name: _____ Address: _____
E-mail id: _____ Signature: _____, or failing him /her
- 2) Name: _____ Address: _____
E-mail id: _____ Signature: _____, or failing him /her
- 3) Name: _____ Address: _____
E-mail id: _____ Signature: _____, or failing him /her



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 79th Annual General Meeting of the Company, to be held on Saturday, September 27, 2014 at 10:30 a.m. at P.O. Tilaknagar, Tal. Shrirampur, Dist Ahmednagar, Maharashtra – 413 720 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote (Optional see Note 3)		
		For	Against	Abstain
Ordinary Business				
1	Adoption of audited financial statements and the reports of the Board of Directors and Auditors thereon			
2	Declaration of dividend			
3	Re-appointment of Mrs. Shivani Amit Dahanukar, who retires by rotation			
4	Re-appointment of Statutory Auditors			
Special Business				
5	Not to fill the vacancy caused by retirement of Mr. V. B. Haribhakti, Independent Director			
6	Appointment of Dr. Vishnu Kanhere as an Independent Director			
7	Appointment of Dr. Ravindra Bapat as an Independent Director			
8	Appointment of Mr. C. V. Bijlani as an Independent Director			
9	Appointment of Mr. Madan Goyal as an Independent Director			
10	Appointment of Mr. Ronil Sujan as an Independent Director			
11	Approval of the remuneration payable to the Cost Auditors for the financial year 2014-15			

Signed this _____ day of _____ 2014

Affix a
Re.1/-
Revenue
Stamp

Signature of Shareholder

Signature of 1st Proxy holder

Signature of 2nd Proxy holder

Signature of 3rd Proxy holder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company i.e. P.O. Tilaknagar, Tal. Shrirampur, Dist. Ahmednagar, Maharashtra – 413 720, not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A proxy need not be a Member of the Company. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company. Members holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.
3. It is optional to indicate your preference. If you leave the For, Against or Abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.