



TILAKNAGAR INDUSTRIES LTD.
CIN: L15420PN1933PLC133303

Registered Office: P.O. Tilaknagar, Tal. Shirampur, Dist. Ahmednagar, Maharashtra-413 720
Corporate Office: 3rd Floor, Industrial Assurance Building, Churchgate, Mumbai, Maharashtra-400 020
E-mail: investor@tilind.com, **Website:** www.tilind.com, **Phone:** +91 22 22831716/18, **Fax:** +91 22 22046904

NOTICE

NOTICE is hereby given that the **85th Annual General Meeting (AGM)** of the Members of Tilaknagar Industries Ltd. will be held on **Tuesday, December 29, 2020 at 10.30 a.m. IST** through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), to transact the following businesses:

ORDINARY BUSINESS

1. **To receive, consider and adopt the audited financial statements (standalone and consolidated) of the Company for the financial year ended March 31, 2020, Auditors' Report thereon and the Directors' Report**
2. **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**

SPECIAL BUSINESS

3. **Approval of the remuneration payable to the Cost Auditor for the financial year 2020-21**

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), CMA Dr. Netra Shashikant Apte having Membership No. 11865 and Firm Registration No. 102229, appointed as the Cost Auditor by the Board of Directors, based on the recommendation of the Audit Committee for conducting the audit of cost accounting records maintained by the Company relating to manufacturing of the products covered under the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), be paid a remuneration of ₹ 1,50,000/- (Rupees One Lac Fifty Thousand Only) plus tax as applicable and reimbursement of out of pocket expenses as may be incurred by her for conducting the Cost Audit for the financial year 2020-21;

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

4. **Appointment of Ms. Aparna Praveen Chaturvedi (DIN:00028647) as a Independent Director of the Company**

To consider and, if thought fit, to pass 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, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1)(a) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Aparna Praveen Chaturvedi (DIN:00028647), who was appointed as an Additional Director (Non-Executive and Independent) of the Company by the Board of Directors with effect from July 31, 2020 in terms of Section 161(1) of the Companies Act, 2013 read with Article 101 of the Articles of Association of the Company and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of the Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Woman Director of the Company for a period of 1(Year) commencing from July 31, 2020 and expiring on July 30, 2021 (both days inclusive), not liable to retire by rotation;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient

to give effect to this resolution and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company."

5. Appointment of Ms. Swapna Vinodchandra Shah (DIN:08807901), as a Non-Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Swapna Vinodchandra Shah (DIN: 08807901), who was appointed as an Additional (Non-Executive) Director of the Company by the Board of Directors with effect from July 31, 2020 in terms of Section 161(1) of the Companies Act, 2013 read with Article 101 of the Articles of Association of the Company and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of the Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company."

6. Re-appointment of Mr. Kishorekumar Ganpatrao Mhatre (DIN: 07527683) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all

other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Kishorekumar Ganpatrao Mhatre (DIN: 07527683), Independent Director of the Company, whose term is expiring on June 08, 2021 and who has submitted a declaration that he meets the criteria of Independence specified under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5(Five) consecutive years commencing from June 09, 2021 and expiring on June 08, 2026(both days inclusive);

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company."

7. Re-appointment of Mr. Amit Dahanukar (DIN:00305636) as Chairman & Managing Director of the Company

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modifications or re-enactment thereof, for the time being in force), read with Article 96 of the Articles of Association of the Company and pursuant to the recommendations made by the Nomination and Remuneration Committee and approval granted by the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any committee which the Board may constitute to exercise its powers conferred by this resolution) at their respective Meetings held on October 29, 2020, consent be and is hereby accorded for re-appointment of Mr. Amit Dahanukar (DIN:00305636)

(who is also Chairman & Managing Director of PunjabExpo Breweries Private Limited, a Wholly Owned Subsidiary) as the Chairman & Managing Director of the Company for a period of 3 (three) years commencing from November 07, 2020 and ending on November 06, 2023(both days inclusive) at a remuneration of ₹ 60,00,000/- (Rupees Sixty Lacs only) per annum upon such terms and conditions as contained in the draft agreement, material terms of which are set out in the Explanatory Statement annexed hereto with liberty to the Board to alter and vary the terms and conditions of the said agreement in such manner as may be agreed between the Board and Mr. Amit Dahanukar, apart from the remuneration of ₹ 4,50,00,000/- (Rupees Four Crores Fifty Lacs) per annum proposed to be drawn by him from PunjabExpo Breweries Private Limited, a Wholly Owned Subsidiary as its Chairman & Managing Director with effect from November 06, 2020;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company."

8. Appointment of Mr. Chemangala Ramachar Ramesh (DIN: 08876738) as a Whole-Time Director of the Company

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modifications or re-enactment thereof, for the time being in force), the read with Article 96 of the Articles of Association of the Company and pursuant to the recommendations made by the Nomination and Remuneration Committee and approval granted by the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any committee which the Board may constitute to exercise its powers conferred by this resolution) at their respective Meetings held on October 29, 2020 and November 13, 2020, consent be and is hereby accorded for the appointment of Mr. Chemangala Ramachar Ramesh (DIN: 08876738), who

was appointed as an Additional (Whole-Time) Director as a Whole-Time Director of the Company for a period of 3 (three) years commencing from November 13, 2020 and ending on November 12, 2023(both days inclusive) at a remuneration of ₹ 27,90,480/- (Rupees Twenty Seven Lacs Ninety Thousand Four Hundred and Eighty only) per annum upon such terms and conditions as contained in the draft agreement, material terms of which are set out in the Explanatory Statement annexed hereto with liberty to the Board to alter and vary the terms and conditions of the said agreement in such manner as may be agreed between the Board and Mr. Chemangala Ramachar Ramesh;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company."

9. Authorization for payment of commission to Non-Executive (including Independent) Directors of the Company

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 ("the Act") [including any statutory modifications or re-enactment thereof, for the time being in force] and Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent be and is hereby accorded for payment of commission to the Non-Executive(including Independent) Directors of the Company (i.e., Directors other than the Managing Director and/or Whole Time Directors) to be determined by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee for each of such Directors for the financial year 2020-21 and onward and distributed between such Directors in such a manner as the Board of Directors may from time to time determine within the overall maximum limit of 1% (one percent) of the net profits of the Company for that financial year computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified by the Act from time to time in this regard;

RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to the Directors for attending the Meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company."

10. Alteration in the Articles of Association of the Company

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force), the Articles of Association of the Company be and are hereby altered by insertion of the following new Article 8A after Article 8 of the Articles of Association under the heading '**SHARE CAPITAL AND VARIATION OF RIGHTS**':

8A	<i>Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the Capital of the Company by converting any loan/ debt facility owed by the Company in full or part, as the case may be.</i>	<i>Allotment of shares upon conversion of loan/debt facility owed by the Company</i>
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RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company."

11. Issue of Equity Shares of the Company on Preferential Basis

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other relevant rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) ("Act") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI Listing Regulations") and Uniform Listing Agreement entered into by the Company with the Stock Exchanges, where the equity shares of the Company are listed, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time ("SEBI Takeover Regulations") and in accordance with the Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time ("SEBI (ICDR) Regulations") and in accordance with the other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India ("GOI"), Ministry of Corporate Affairs ("MCA"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), Stock Exchange(s) and any other relevant statutory, government authorities or departments, institutions or bodies and subject to such terms and conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them while granting such approvals, consents, permissions and/or sanctions and which may be accepted by the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include any duly constituted and authorized Committee thereof, which the Board of Directors may constitute to exercise its powers) and subject to such alterations, modifications, corrections, changes and variations as may be decided by the Board in its discretion, consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches, from time to time upto 1,39,03,752 (One Crore Thirty Nine Lacs Three Thousand Seven Hundred Fifty Two) equity shares having face value of ₹ 10/- (Rupees Ten) each to Edelweiss Asset Reconstruction Company Limited ("EARC"), an Asset Reconstruction Company

registered under Section 3 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 and a Financial Institution within the meaning of sub clause (i-a) of clause (h) of Section 2 of the Recovery of Debts due to Banks and Financial Institutions Act, 1993 acting as Trustee of EARC Trust SC233, EARC Trust SC241 and EARC Trust SC269 at an issue price of ₹ 24.36 per share(including premium

of ₹ 14.36 per share), fully paid-up towards conversion of part of the debt owed to it by the Company amounting to ₹ 33,86,95,398.72 (Rupees Thirty Three Crores Eighty Six Lacs Ninety Five Thousand Three Hundred Ninety Eight and Seventy Two Paise only) into equity shares of the Company on preferential basis and on such terms and conditions as may be agreed between the Board and EARC in the manner given herein below:

Sl. No.	Name of the Proposed Allottees	PAN	Category	Maximum Number of Equity shares proposed to be allotted
1	Edelweiss Asset Reconstruction Company Limited acting as Trustee of EARC Trust SC233	AAATE7461P	Non-Promoter Financial Institution	23,63,638
2	Edelweiss Asset Reconstruction Company Limited acting as Trustee of EARC Trust SC241	AAATE7850J	Non-Promoter Financial Institution	55,61,501
3	Edelweiss Asset Reconstruction Company Limited acting as Trustee of EARC Trust SC269	AAATE7943A	Non-Promoter Financial Institution	59,78,613
	Total			1,39,03,752

RESOLVED FURTHER THAT the offer, issue and allotment of the abovementioned preferential issue of equity shares of the Company shall be subject to the following terms and conditions:

- a) the Relevant Date pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the abovementioned preferential issue of equity shares shall be Friday, November 27, 2020;
- b) the issue price of the Equity shall not be less than the minimum price determined in accordance with Regulation 164 of the SEBI (ICDR) Regulations and same shall be subject to appropriate adjustments in the cases specified under Regulation 166 of the SEBI (ICDR) Regulations;
- c) the requirement of bringing in 100% of the consideration towards allotment of the equity shares on or before the date of allotment from the respective bank accounts of the proposed allottees in accordance with Regulation 169 of the SEBI (ICDR) Regulations shall not apply since the proposed allotment is upon conversion of part of the debt owed to EARC by the Company.
- d) the equity shares proposed to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- e) the equity shares proposed to be issued and allotted pursuant to this resolution shall rank pari-passu with the existing equity shares of the Company in all respects including as to dividend and be listed on the Stock Exchange(s), where the equity shares of the Company are currently listed;
- f) the allotment of equity shares pursuant to this resolution shall only be in dematerialized form;
- g) the lock-in provisions shall not apply to the proposed allotment of equity shares to Edelweiss Asset Reconstruction Company Limited ("EARC") acting as Trustee of EARC Trust SC233, EARC Trust SC241 and EARC Trust SC269, being a Financial Institution within the meaning of sub clause (i-a) of clause (h) of Section 2 of the Recovery of Debts due to Banks and Financial Institutions Act, 1993 in accordance with the provisions of Regulation 158(3) of the SEBI (ICDR) Regulations;
- h) the allotment pursuant to this resolution shall be completed within a period of 15 days from the passing of this resolution. Provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s);

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees, as applicable, through private placement offer cum application letter (in the format of PAS-4) immediately after passing of this resolution with a stipulation that allotment of the equity shares of the Company would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Limited and subject to necessary regulatory compliances;

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions, if any, of the abovementioned preferential issue and shall also be entitled to vary, alter or modify any of the terms and conditions, including size of the issue as it may deem fit, subject to the compliance with the applicable guidelines, rules and regulations;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the abovementioned equity shares on Stock Exchange(s) where shares of the Company are listed as per the terms and conditions of the SEBI Listing Regulations and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing and also to take necessary steps for the admission of such equity shares with the depositories i.e. NSDL and CDSL and for the credit of same to the respective demat accounts of the proposed allottees;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things, including without limitation, issuing clarifications on the offer, making any application etc. to the concerned regulatory authorities for issue and allotment of equity shares, to execute necessary documents and enter into contracts, arrangements etc. (including for appointment of agencies, intermediaries), if required and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the Members of the Company or otherwise and that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any Director(s) or any Officer(s) of the Company and give such directions/instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment and listing of the equity shares."

For and on behalf of the Board of Directors

Place: Mumbai

Amit Dahanukar

Date: November 13, 2020 Chairman & Managing Director

Registered Office:

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

NOTES

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively ('MCA Circulars') permitted the holding of the AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') and MCA Circulars, the 85th AGM of the Company is being held through VC/OAVM facility.

The Deemed Venue for the 85th AGM shall be the Registered office of the Company, i.e. P.O. Tilaknagar, Tal. Shrirampur, Dist. Ahmednagar, Maharashtra-413 720

2. The AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, therefore physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

Corporate Members intending to authorize their representatives to attend & vote at the AGM through VC/OAVM facility on its behalf are requested to send duly certified copy of the relevant Board resolution to the Company.

In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

3. Members attending the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Further, pursuant to the MCA and SEBI Circulars, the Notice of the AGM and the Annual Report for 2019-20 alongwith login details for joining the AGM through VC/OAVM facility including e-voting are being sent in electronic form only to those Members whose e-mail addresses are registered with the Company/ Depositories. The Notice calling the 85th AGM has been uploaded on the website of the Company at www.tilind.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of Central Depository Services (India) Limited ("CDSL") (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
5. An Explanatory Statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. Information pursuant to Regulation 36(3) of the SEBI LODR Regulations read with Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India with respect to the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting is annexed to this Notice.
7. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested and the Certificate given by the Statutory Auditors with respect to implementation of the ESOP Schemes of the Company will be available for inspection during the Meeting.
8. All the documents referred to in the Notice and Explanatory Statement annexed thereto including the Annual Report for the financial year 2019-20 will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to investor@tilind.com.
9. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants ('DP'). Members who have not registered their e-mail address with the Company can now register the same by sending an e-mail at investor@tilind.com and/or by sending a request to Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent ('RTA') through e-mail at investor@bigshareonline.com or contact at (022) 6263 8200. Members holding Shares in demat form are requested to register their e-mail address with their DP only. The registered e-mail address will be used for sending future communications.
10. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on CDSL's e-voting website i.e. www.evotingindia.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
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 to not leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
12. The Notice of AGM and Annual Report will be sent to those Members/beneficial owners whose name will appear in the Register of Members/list of beneficiaries received from the Depositories as on November 27, 2020.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members desiring any information/clarification on the accounts or any matter to be placed at the AGM are requested to write to the Company at investor@tilind.com at least seven days in advance to enable the management to keep information ready at the AGM.
6. Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request at least seven days in advance mentioning their name, demat account number/folio number, e-mail ID, mobile number at investor@tilind.com.
7. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
8. Members who need assistance before or during the AGM, or have any queries or issues regarding e-voting, may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cdslindia.com or call 1800225533.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to furnish their PAN to Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agents of the Company.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, vide SEBI notifications dated June 8, 2018 and November 30, 2018, mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019, except in case of request received for transmission or transposition of securities. Accordingly, requests for physical transfer of securities of the Company shall not be processed from April 01, 2019. In view of such amendment and in order to eliminate the risks associated with physical holding of shares and for ease of portfolio management, Members who are holding shares in physical form are hereby requested to dematerialize their holdings.

15. Pursuant to Section 72 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in single name are entitled to nominate a person to whom their shares in the Company shall vest in the event of their demise by sending a nomination in the prescribed Form No. SH-13 duly filled in to Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agents of the Company. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
16. Members holding shares in physical form are requested to approach Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agents of the Company at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri – (East), Mumbai – 400 059, Tel: (022) 6263 8200, Fax: (022) 6263 8299, E-mail: investor@bigshareonline.com, Website: www.bigshareonline.com for:
 - (a) intimating any change in their address and/or bank mandate;
 - (b) submitting requests for transmission, name deletion, issue of duplicate share certificates, name change, split, consolidation, etc.;
 - (c) nominating any person to whom the shares shall vest in the event of death;
 - (d) updating/registering their e-mail address for correspondence; and
 - (e) any other queries with respect to shares held by them.
17. Members holding shares in electronic form are hereby informed that the Company or its Registrar can not act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.
18. Members are requested to quote their Client ID and DP ID in respect of shares held in electronic form and ledger folio number in respect of shares held in physical form in all their correspondence.
19. To support the 'Green Initiative', Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and

with Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agents of the Company (for shares held in physical form).

20. Members may kindly take note that in accordance with the provisions of Section 124(5) of the Act, dividend lying unclaimed in the unpaid dividend account for a period of 7 (seven) years is required to be transferred by the Company to the Investor Education & Protection Fund ("IEPF"). Accordingly, an amount of ₹ 6,24,796/- (Six Lacs Twenty Four Thousand Seven Hundred and Ninety Six only) being dividend for the financial year 2011-12 and an amount of ₹ 10,31,976/- (Rupees Ten Lacs Thirty One Thousand Nine Hundred Seventy Six Only) being dividend for the financial year 2012-13 lying unclaimed for a period of 7 years was transferred by the Company during the financial year 2020-21 to the IEPF lying unclaimed for a period of 7 years was transferred by the Company during the financial year 2019-20 to the IEPF.

Members may also kindly take note that pursuant to Section 124(6) of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), the Company is, also, required to transfer all shares in respect of which dividend has not been claimed for 7 (seven) consecutive years or more to the IEPF Authority. Accordingly, 8,77,310 (Eight Lacs Seventy Seven Thousand Three Hundred and Ten) shares relating to financial year 2011-12 have been transferred by the Company during the financial year 2019-20 to the IEPF Authority.

Details of the abovementioned unclaimed dividend/ shares transferred to IEPF have been uploaded on the website of the Company i.e. www.tilind.com and also on the website of the IEPF Authority i.e. www.iepf.gov.in.

Members may also take note that no claim shall lie against the Company in respect of dividend and shares so transferred to the IEPF. However, Members can claim the dividend and shares transferred by the Company to the IEPF by making an application in accordance with the procedures laid down by the IEPF Authority, available at its website i.e. www.iepf.gov.in.

Details of the unclaimed dividend lying with the Company as on March 31, 2020 have also been uploaded on the website of the Company, accessible at weblink: <http://www.tilind.com/investors/#shareholder-services>.

The concerned Members may claim the unclaimed dividend by sending a request letter along with the letter of undertaking available on the website of the Company i.e. www.tilind.com and self-attested PAN Card copy to Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agents of the Company before the due date for its transfer to IEPF available on the website of the Company i.e. www.tilind.com and also mentioned herein below:

Financial Year	Dividend per Share (₹)	Date of Dividend Declaration	Last Date for claiming Dividend
2013 – 14	0.80	September 27, 2014	November 02, 2021

21. The Company has uploaded the details of bonus shares lying unclaimed in "TI-Unclaimed Suspense Account" on its website i.e. www.tilind.com.

The concerned Members may claim the same by sending a request letter along with self-attested copies of address proof, PAN Card and demat account details to Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agents of the Company.

22. This AGM Notice is being sent, by e-mail, only to those eligible Members who have already registered their e-mail address with the Depositories / the depository participant / the Company's Registrar and Share Transfer Agents / the Company or who will register their e-mail address with RTA, on or before November 27, 2020.

Process for those Shareholders whose e-mail address are not registered with the Company / Depositories, for procuring user id and password and registration of e-mail address for e-voting for the resolutions set out in this Notice:

Physical Holding	Send a request to Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent at info@bigshareonline.com providing your name, folio no., scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of Aadhar Card, for registering e-mail address.
Demat Holding	Please contact your DP and register your e-mail address in your demat account, as per the process advised by your DP.

The abovementioned documents are also available for download on the Company's website i.e. www.tilind.com.

23. In compliance with the provisions of Regulation 44 of the SEBI LODR Regulations and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has provided a facility of remote e-voting (e-voting from a place other than venue of the Meeting) to its Members to enable them to exercise their right to vote on the businesses proposed to be transacted at the 85th Annual General Meeting ("the Meeting"). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting.

Only those Members who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date i.e. Tuesday, December 22, 2020.

24. **Information and other instructions relating to remote e-voting are as under:**

- The voting period begins on Saturday, December 26, 2020 at 10.00 a.m. and ends on Monday, December 28, 2020 at 05.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, December 22, 2020 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- The Members should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders Module.
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.