



Ref: TI/NSE/COMP/15-16/40

October 19, 2015

To,
The Manager (Listing),
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra -Kurla Complex, Bandra (E).
Mumbai 400 051.
Ph No.: 26598235/36
Fax No.: 26598120/237/238

Sub: Compliance of Clause 31 (d) of the Listing Agreement
Ref: Scrip Code – TI

Dear Sir/Madam,

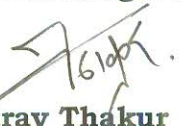
Pursuant to Clause 31 (d) of the Listing Agreement, we are submitting herewith copy of Minutes of the proceedings of the Annual General Meeting held on September 26, 2015.

Kindly acknowledge the receipt and take the same on your record.

Thanking you.

Yours Faithfully,

For Tilaknagar Industries Ltd.


Gaurav Thakur
Company Secretary



Encl: a/a

HELD AT _____

ON _____

TIME _____

MINUTES OF THE 80TH ANNUAL GENERAL MEETING OF THE MEMBERS OF TILAKNAGAR INDUSTRIES LTD. HELD ON SATURDAY, SEPTEMBER 26, 2015 AT 10.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY I.E. P.O. TILAKNAGAR, TAL. SHRIRAMPUR, DIST. AHMEDNAGAR, MAHARASHTRA - 413720.

TIME OF COMMENCEMENT: 10.30 A.M.**TIME OF CONCLUSION: 12.00 NOON****PRESENT:****DIRECTORS:**

Mr. Amit Dahanukar	:	Chairman & Managing Director
Dr. Vishnu Kanhere	:	Director (Chairman of Audit Committee)
Dr. Ravindra Bapat	:	Director
Mrs. Shivani Amit Dahanukar	:	Executive Director
Mr. C. V. Bijlani	:	Director (Chairman of Stakeholders Relationship Committee and Nomination and Remuneration Committee)
Mr. Madan Goyal	:	Director

IN ATTENDANCE:

Mr. Srijit Mullick	:	Chief Financial Officer
Dr. Sukhbir Puri	:	Sr. Vice President - Operations
Mr. Naresh Agnihotri	:	Vice President - Works
Mr. M. R. K. Nair	:	Vice President - HR/IR and Legal
Mr. Gaurav Thakur	:	Company Secretary
Mr. Kaushal Mehta	:	Rep. of M/s. Batliboi & Purohit, Statutory Auditors
Mr. R.T. RajGuroo	:	Scrutinizer

MEMBERS PRESENT:

58 Members were present in person (including authorized representatives of bodies corporate). 32 Members holding 9,02,341 Equity Shares of the Company were present through proxies.

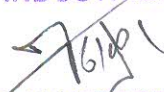
In accordance with Article 75 of the Articles of Association, Mr. Amit Dahanukar, Chairman & Managing Director of the Company took the Chair and after ascertaining that the requisite quorum as per Section 103 of the Companies Act, 2013 was present, called the Meeting to order.

The Chairman welcomed all the Members present at the 80th Annual General Meeting (AGM) and introduced the Board of Directors, Senior Management Team, representative of the Statutory Auditors and Scrutinizer to them.

The Chairman announced that the documents mentioned in the AGM Notice (including certificate given by the Statutory Auditors with respect to implementation of the ESOP Schemes of the Company), the Statutory Registers under the Companies Act, 2013, Reports of the Statutory and Secretarial Auditor were available for inspection by the Members during the Meeting.

The Notice convening the Meeting was taken as read with the permission of the Members. At the instruction of the Chairman, Company Secretary read out the Auditors' observations in the Auditors' Report alongwith explanations given by the Board of Directors thereon. The Chairman informed the Members that there were no qualifications, observations or comments in the Report submitted by M/s Ragini Chokshi & Associates, Secretarial Auditor.

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For TILAKNAGAR INDUSTRIES LTD.


COMPANY SECRETARY


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

The Chairman informed the Members that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided remote e-voting facility through CDSL e-voting platform from Wednesday, September 23, 2015 at 10.00 a.m. to Friday, September 25, 2015 at 05.00 p.m to the Members as on the cut of date of Saturday, September 19, 2015 in respect of all the resolutions as set out in item nos. 1 to 8 of the AGM Notice.

The Chairman stated that the Company was also providing facility for voting through Ballot Forms to the Members present in person or through proxies at the AGM (who had not exercised their votes through remote e-voting) in respect of all the resolutions as set out in item nos. 1 to 8 of the AGM Notice once the same were proposed and seconded by the Members.

The Chairman informed the Members that Mr. R. T. RajGuroo, Advocate was appointed as Scrutinizer by the Board of Directors on August 14, 2015 for scrutinizing the voting process (including remote e-voting) in a fair and transparent manner.

The Chairman stated that the financial year 2014-15 turned out to be a tough year for the Company as it faced lots of challenges during the year e.g. supply side limitations in the State of Tamil Nadu driven by bottling constraints, operational disturbances caused due to bifurcation of the State of Andhra Pradesh and restrictions imposed on sales in the Kerala Market. The impact of the same was reflected in the declined sales volume of the Company, which coupled with elevated finance costs and increased raw material costs had resulted in Company incurring loss during the financial year 2014-15.

The Chairman apprised the Members that the Company was making necessary efforts to improve its performance and aggressively pursuing and implementing various strategies, including selling of high margin Semi-premium and Premium brands, discontinuing various loss making brands in Kerala & CSD and undertaking various cost reductions initiatives etc.

The Chairman concluded his speech by thanking the Members for the trust and confidence reposed by them in the Company and thereafter, requested Dr. Ravindra Bapat, Director of the Company to address the Members.

Dr. Ravindra Bapat thanked the Members for their support and apprised them that the Company had been exploring various options for strengthening its Balance Sheet and lowering its debt levels without hampering the revitalization process that had already been put in place by the management.

The Members expressed satisfaction on the initiatives being taken by the management to improve the performance of the Company and also pledged their support to the management.

Thereafter, the Members were apprised of the background and implications of the resolutions as set out in the AGM Notice. Proceedings in respect of item nos. 1, 3 and 4 of the AGM Notice were conducted by the Chairman and by Dr. Vishnu Kanhere in respect of balance items contained in the AGM Notice as the Chairman was interested in such items.

The Chairman ordered the poll in respect of all the business as set out in item nos. 1 to 8 of the AGM Notice and requested all the Members and proxy holders, present and entitled to vote, to participate in the poll.

The Chairman informed that Mr. R. T. RajGuroo, Advocate would act as the Scrutinizer to scrutinize the poll process and requested him to submit the Consolidated Scrutinizer's Report on the results of the voting through remote e-voting and poll by September 29, 2015. He further stated that the consolidated results of voting shall be declared on September 29, 2015 and would be uploaded on the Company's website i.e. www.tilind.com and would also be submitted to Stock Exchanges and

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CHAIRMAN'S INITIALS

COMPANY SECRETARY

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CDSL alongwith the Consolidated Scrutinizer's Report. The same would also be available for inspection by the Members at the Registered and Corporate Office of the Company.

Thereafter, Mr. R. T. RajGuroo, Scrutinizer conducted the voting through Ballot Form by distributing the Ballot Forms to the Members and Proxy holders, explaining them the poll procedure, showing empty Ballot Box and locking & sealing of the empty Ballot Box in their presence. After casting of votes by the eligible Members and Proxy Holders present, Mr. R. T. RajGuroo closed the poll and took custody of the Ballot Box.

The Chairman thanked the Members for their participation and announced formal closure of the Meeting.

RESULTS OF THE REMOTE E-VOTING AND POLL ON THE ORDINARY AND SPECIAL BUSINESS AT THE 80TH ANNUAL GENERAL MEETING

Mr. C. V. Bijlani, Director duly authorized by the Chairman & Managing Director, on the basis of the Consolidated Scrutinizer's Report, announced on September 29, 2015 that all the resolutions as set out in item nos. 1 to 8 of the AGM Notice had been duly passed by requisite majority.

The results of the voting at AGM venue through poll process and remote e-voting on the resolutions as set out in item nos. 1 to 8 of the AGM Notice are recorded hereunder as a part of the proceeding of AGM.

A) ORDINARY BUSINESS

RESOLUTION NO.1 - ORDINARY RESOLUTION

Adoption of the audited financial statements and the reports of the Board of Directors and Auditors thereon

Proposed by : Dr. Sukhbir Puri

Seconded by : Mr. Mohan Patil

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2015 including the balance sheet as at March 31, 2015 and statement of profit and loss for the financial year ended on that date together with the notes forming part thereof, the cash flow statement for the financial year ended March 31, 2015, statement of changes in equity of the Company along with the explanatory notes annexed to or forming part thereof and the reports of the Board of Directors and Statutory Auditors thereon and the audited consolidated financial statements for the year ended financial March 31, 2015 along with all annexures as laid before the 80th Annual General Meeting be and are hereby received, approved and adopted."

Mode of Voting: Remote E-voting and Poll Conducted:

Particulars	Number of Members who casted their votes through remote e-voting and poll	No. of equity shares
Total Number of votes casted	129	6,97,19,258
Less : Invalid No. of votes casted	3	5,010
Valid No. of votes casted (Net)	126	6,97,14,248

Summary of Remote E-Voting and Poll:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100.00	0.00
Public- Institutional holders	3,99,452	0	0.00	0	0	0.00	0.00
Public-Others	5,57,84,995	11,42,580	2.05	11,42,580	0	100.00	0.00
Total	12,47,56,115	6,97,14,248	55.88	6,97,14,248	0	100.00	0.00

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For TILAKNAGAR INDUSTRIES LTD.**

CHAIRMAN'S INITIALS

COMPANY SECRETARY

HELD AT _____ ON _____ TIME _____

Notes:

1. Pursuant to Clause 5A (II) of the Listing Agreement, voting rights on the shares transferred to the "Tilaknagar Industries Ltd -Unclaimed Suspense Account" are frozen;
2. The votes polled does not include invalid votes; and
3. The aforesaid Resolution has been passed with requisite majority.

RESOLUTION NO. 2 – ORDINARY RESOLUTION**Re-appointment of Mr. Amit Dahanukar, who retires by rotation**

Proposed by : Ms. Parvati Nair

Seconded by : Mr. M. R. K. Nair

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, Mr. Amit Dahanukar (DIN:00305636), who retires by rotation at this 80th Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Mode of Voting: Remote E-Voting and Poll Conducted:

Particulars	Number of Members who casted their votes through remote e-voting and poll	No. of equity shares
Total Number of votes casted	129	6,97,19,258
Less : Invalid No. of votes casted	4	5,025
Valid No. of votes casted (Net)	125	6,97,14,233

Summary of Remote E-Voting and Poll:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100.00	0.00
Public- Institutional holders	3,99,452	0	0.00	0	0	0.00	0.00
Public-Others	5,57,84,995	11,42,565	2.05	11,42,029	536	99.95	0.05
Total	12,47,56,115	6,97,14,233	55.88	6,97,13,697	536	100.00	0.00

Notes:

1. Pursuant to Clause 5A (II) of the Listing Agreement, voting rights on the shares transferred to the "Tilaknagar Industries Ltd -Unclaimed Suspense Account" are frozen;
2. The votes polled does not include invalid votes; and
3. The aforesaid Resolution has been passed with requisite majority.

RESOLUTION NO. 3 – ORDINARY RESOLUTION**RE-APPOINTMENT OF STATUTORY AUDITORS**

Proposed by : Mr. N. C. Agnihotri

Seconded by : Mr. Dipak Laxman Deshpande

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, appointment of M/s Batliboi & Purohit, Chartered Accountants (ICAI Firm Registration No. 101048W), as the Statutory Auditors of the Company, be and is hereby ratified for the term commencing from the conclusion of the 80th Annual General Meeting and ending on the conclusion of the 82nd Annual General Meeting, subject to ratification of such appointment by Members in every Annual General Meeting held after the 80th Annual General Meeting, at a remuneration of Rs. 11,00,000 (Rupees Eleven Lacs Only) per year plus service tax as applicable and reimbursement of out of pocket expenses as may be incurred by them for conducting the Statutory Audit."

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For TILAKNAGAR INDUSTRIES LTD.

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COMPANY SECRETARY

CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

Mode of Voting: Remote E-Voting and Poll Conducted:

Particulars	Number of Members who casted their votes through remote e-voting and poll	No. of equity shares
Total Number of votes casted	129	6,97,19,258
Less : Invalid No. of votes casted	3	5,010
Valid No. of votes casted (Net)	126	6,97,14,248

Summary of Remote E-Voting and Poll:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100.00	0.00
Public-Institutional holders	3,99,452	0	0.00	0	0	0.00	0.00
Public-Others	5,57,84,995	11,42,580	2.05	11,42,509	71	99.99	0.01
Total	12,47,56,115	6,97,14,248	55.88	6,97,14,177	71	100.00	0.00

Notes:

1. Pursuant to Clause 5A (II) of the Listing Agreement, voting rights on the shares transferred to the "Tilaknagar Industries Ltd -Unclaimed Suspense Account" are frozen;
2. The votes polled does not include invalid votes; and
3. The aforesaid Resolution has been passed with requisite majority.

B) SPECIAL BUSINESS**RESOLUTION NO. 4 - ORDINARY RESOLUTION****Approval of the remuneration payable to the Cost Auditors for the financial year 2015-16**

Proposed by : Dr. Sukhbir Puri

Seconded by : Mr. M. R. K. Nair

"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 abovementioned rules, be paid a remuneration of Rs. 1,50,000/- (Rupees One Lac Fifty Thousand Only) plus service tax as applicable and re-imbursement of out of pocket expenses as may be incurred by them for conducting the Cost Audit for the financial year 2015-16."

Mode of Voting: Remote E-Voting and Poll Conducted:

Particulars	Number of Members who casted their votes through remote e-voting and poll	No. of equity shares
Total Number of votes casted	129	6,97,19,258
Less : Invalid No. of votes casted	4	5,025
Valid No. of votes casted (Net)	125	6,97,14,233

Summary of Remote E-Voting and Poll:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100.00	0.00
Public-Institutional holders	3,99,452	0	0.00	0	0	0.00	0.00
Public-Others	5,57,84,995	11,42,565	2.05	11,42,100	465	99.96	0.04
Total	12,47,56,115	6,97,14,233	55.88	6,97,13,768	465	100.00	0.00

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For TILAKNAGAR INDUSTRIES LTD.

CHAIRMAN'S INITIALS

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COMPANY SECRETARY

HELD AT _____ ON _____ TIME _____

Notes:

1. Pursuant to Clause 5A (II) of the Listing Agreement, voting rights on the shares transferred to the "Tilaknagar Industries Ltd -Unclaimed Suspense Account" are frozen;
2. The votes polled does not include invalid votes; and
3. The aforesaid Resolution has been passed with requisite majority.

RESOLUTION NO. 5 - SPECIAL RESOLUTION**Waiver of the recovery of excess remuneration paid during the financial year 2014-15 to Mr. Amit Dahanukar, Chairman & Managing Director**

Proposed by : Mr. Mohan Patil

Seconded by : Mr. N.C. Agnihotri

"RESOLVED THAT pursuant to the provisions of Section 197, Schedule V and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, or any statutory modification(s) or re-enactment thereof and subject to approval of the Central Government and such other consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such condition(s) as may be imposed by the Central Government or other authorities while granting such consent(s), approval(s) and permission(s), approval be and is hereby accorded to waive the recovery of excess remuneration of Rs. 2,60,39,261 (Rupees Two Crore Sixty Lacs Thirty Nine Thousand Two Hundred and Sixty One Only) paid during the financial year 2014-15, over and above the limits prescribed under the provisions of Section 197 read with Section II of Part II of Schedule V of the Companies Act, 2013 to Mr. Amit Dahanukar (DIN: 00305636), Chairman & Managing Director of the Company, as recommended by the Nomination and Remuneration Committee;

RESOLVED FURTHER THAT the Board of Directors of the Company 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 to settle any question, difficulty or doubt that may arise in this regard."

Mode of Voting: Remote E-Voting and Poll Conducted:

Particulars	Number of Members who casted their votes through remote e-voting and poll	No. of equity shares
Total Number of votes casted	129	6,97,19,258
Less : Invalid No. of votes casted	3	5,010
Valid No. of votes casted (Net)	126	6,97,14,248

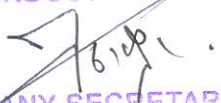
Summary of Remote E-Voting and Poll:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100.00	0.00
Public- Institutional holders	3,99,452	0	0.00	0	0	0.00	0.00
Public-Others	5,57,84,995	11,42,580	2.05	11,42,014	566	99.95	0.05
Total	12,47,56,115	6,97,14,248	55.88	6,97,13,682	566	100.00	0.00

Notes:

1. Pursuant to Clause 5A (II) of the Listing Agreement, voting rights on the shares transferred to the "Tilaknagar Industries Ltd -Unclaimed Suspense Account" are frozen;
2. The votes polled does not include invalid votes; and
3. The aforesaid Resolution has been passed with requisite majority.

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For TILAKNAGAR INDUSTRIES LTD.


COMPANY SECRETARY


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

RESOLUTION NO. 6 - SPECIAL RESOLUTION**Waiver of the recovery of excess remuneration paid during the financial year 2014-15 to Mrs. Shivani Amit Dahanukar, Executive Director**

Proposed by : Ms. Parvati Nair

Seconded by : Mr. Dipak Laxman Deshpande

"RESOLVED THAT pursuant to the provisions of Section 197, Schedule V and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, or any statutory modification(s) or re-enactment thereof and subject to approval of the Central Government and such other consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such condition(s) as may be imposed by the Central Government or other authorities while granting such consent(s), approval(s) and permission(s), approval be and is hereby accorded to waive the recovery of excess remuneration of Rs. 1,44,74,081 (Rupees One Crore Forty Four Lacs Seventy Four Thousand and Eighty One Only) paid during the financial year 2014-15, over and above the limits prescribed under the provisions of Section 197 read with Section II of Part II of Schedule V of the Companies Act, 2013 to Mrs. Shivani Amit Dahanukar (DIN: 00305503), Executive Director of the Company, as recommended by the Nomination and Remuneration Committee;

RESOLVED FURTHER THAT the Board of Directors of the Company 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 to settle any question, difficulty or doubt that may arise in this regard."

Mode of Voting: Remote E-Voting and Poll Conducted:

Particulars	Number of Members who casted their votes through remote e-voting and poll	No. of equity shares
Total Number of votes casted	129	6,97,19,258
Less : Invalid No. of votes casted	3	5,010
Valid No. of votes casted (Net)	126	6,97,14,248

Summary of Remote E-Voting and Poll:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100.00	0.00
Public- Institutional holders	3,99,452	0	0.00	0	0	0.00	0.00
Public-Others	5,57,84,995	11,42,580	2.05	11,42,014	566	99.95	0.05
Total	12,47,56,115	6,97,14,248	55.88	6,97,13,682	566	100.00	0.00

Notes:

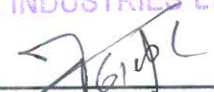
- Pursuant to Clause 5A (II) of the Listing Agreement, voting rights on the shares transferred to the "Tilaknagar Industries Ltd -Unclaimed Suspense Account" are frozen;
- The votes polled does not include invalid votes; and
- The aforesaid Resolution has been passed with requisite majority.

RESOLUTION NO. 7 - SPECIAL RESOLUTION**Fixation of remuneration payable to Mr. Amit Dahanukar, Chairman & Managing Director for the period April 01, 2015 to November 06, 2017**

Proposed by : Mr. Mohan Patil

Seconded by : Mr. Vinayak Tribhuvan

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For TILAKNAGAR INDUSTRIES LTD.


COMPANY SECRETARY


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

"RESOLVED THAT pursuant to the provisions of Section 197, Schedule V and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, or any statutory modification(s) or re-enactment thereof and subject to approval of the Central Government and such other consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such condition(s) as may be imposed by the Central Government or other authorities while granting such consent(s), approval(s) and permission(s), approval be and is hereby accorded for making payment of following remuneration recommended by the Nomination and Remuneration Committee as minimum remuneration to Mr. Amit Dahanukar (DIN: 00305636), Chairman & Managing Director of the Company for the period April 01, 2015 to November 06, 2017 in case of inadequacy of profits or no profits in any financial year during the abovementioned period:

Sr. No.	Particulars	Entitlements
A	Salary	Rs. 15,78,000/- per month
B	Perquisites and Allowances:	
(a)	Accommodation	Furnished or otherwise, shall be provided by the Company or HRA in lieu thereof subject to a limit of sixty percent of the annual salary
(b)	Medical Reimbursement	For self and family in accordance with the rules of the Company and Scheme as applicable to other Senior Executives
(c)	Leave Travel Assistance	For self and family in accordance with the rules of the Company and Scheme as applicable to other Senior Executives
(d)	Personal Accident Insurance	Premium not to exceed Rs. 4,000/- per annum
(e)	Leave	Leave on full pay as per the rules of the Company subject to maximum of one month's leave for every eleven months service
(f)	Encashment of Leave	Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites
(g)	Provident Fund	Benefits under the Provident Fund Scheme of the Company in accordance with the Company's rules and regulations in force from time to time
(h)	Pension and Superannuation Fund	Benefits under the Company's Pension & Superannuation Fund Scheme in accordance with the Company's rules and regulations and Schemes in force from time to time, to the extent these two are not taxable under the Income-Tax Act, 1961
(i)	Gratuity	Gratuity payable in accordance with the rules and approved scheme of the Company which does not exceed half month's salary (15 days) for each completed year of service, subject to a ceiling laid down thereunder from time to time
(j)	Car and Telephone	Free use of Company's Car including maintenance and operation together with driver, the monetary value of which may be evaluated as per Income-Tax Rules, 1962 Free telephone facility at residence. Provision for use of car for official duties and telephone facility at residence shall not be included in computation of perquisites for the purpose of calculation of the said ceiling
(k)	Club Fees	Fees of Clubs, subject to a maximum of two Clubs, excluding admission and life membership fees

RESOLVED FURTHER THAT the Board of Directors of the Company 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 to settle any question, difficulty or doubt that may arise in this regard."

Mode of Voting: Remote E-Voting and Poll Conducted:

Particulars	Number of Members who casted their votes through remote e-voting and poll	No. of equity shares
Total Number of votes casted	129	6,97,19,258
Less : Invalid No. of votes casted	3	5,010
Valid No. of votes casted (Net)	126	6,97,14,248

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For TILAKNAGAR INDUSTRIES LTD.

COMPANY SECRETARY

CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

Summary of Remote E-Voting and Poll:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100.00	0.00
Public- Institutional holders	3,99,452	0	0.00	0	0	0.00	0.00
Public-Others	5,57,84,995	11,42,580	2.05	11,42,115	465	99.96	0.04
Total	12,47,56,115	6,97,14,248	55.88	6,97,13,783	465	100.00	0.00

Notes:

- Pursuant to Clause 5A (II) of the Listing Agreement, voting rights on the shares transferred to the "Tilaknagar Industries Ltd -Unclaimed Suspense Account" are frozen;
- The votes polled does not include invalid votes; and
- The aforesaid Resolution has been passed with requisite majority.

RESOLUTION NO. 8 - SPECIAL RESOLUTION

Fixation of remuneration payable to Mrs. Shivani Amit Dahanukar, Executive Director for the period April 01, 2015 to September 30, 2017

Proposed by : Dr. Sukhbir Puri

Seconded by : Ms. Parvati Nair

"RESOLVED THAT pursuant to the provisions of Section 197, Schedule V and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, or any statutory modification(s) or re-enactment thereof and subject to approval of the Central Government and such other consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such condition(s) as may be imposed by the Central Government or other authorities while granting such consent(s), approval(s) and permission(s), approval be and is hereby accorded for making payment of following remuneration recommended by the Nomination and Remuneration Committee as minimum remuneration to Mrs. Shivani Amit Dahanukar (DIN: 00305503), Executive Director of the Company for the period April 01, 2015 to September 30, 2017 in case of inadequacy of profits or no profits in any financial year during the abovementioned period:

Sr. No.	Particulars	Entitlements
A	Salary	Rs. 14,94,000/- per month
B	Perquisites and Allowances:	
(a)	Medical Reimbursement	For self in accordance with the rules of the Company and Scheme as applicable to other Senior Executives
(b)	Personal Accident Insurance	Premium not to exceed Rs. 4,000/- per annum
(c)	Leave	Leave on full pay as per the rules of the Company subject to maximum of one month's leave for every eleven months service
(d)	Encashment of Leave	Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites
(e)	Provident Fund	Benefits under the Provident Fund Scheme of the Company in accordance with the Company's rules and regulations in force from time to time
(f)	Pension and Superannuation Fund	Benefits under the Company's Pension & Superannuation Fund Scheme in accordance with the Company's rules and regulations and Schemes in force from time to time, to the extent these two are not taxable under the Income-Tax Act, 1961
(g)	Gratuity	Gratuity payable in accordance with the rules and approved scheme of the Company which does not exceed half month's salary (15 days) for each completed year of service, subject to a ceiling laid down thereunder from time to time

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(h)	Car	Free use of Company's Car including maintenance and operation together with driver, the monetary value of which may be evaluated as per Income-Tax Rules, 1962 Provision for use of car for official duties shall not be included in computation of perquisites for the purpose of calculation of the said ceiling
(i)	Club Fees	Fees of Clubs, subject to a maximum of two Clubs, excluding admission and life membership fees

RESOLVED FURTHER THAT the Board of Directors of the Company 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 to settle any question, difficulty or doubt that may arise in this regard."

Mode of Voting: Remote E-Voting and Poll Conducted:

Particulars	Number of Members who casted their votes through remote e-voting and poll	No. of equity shares
Total Number of votes casted	129	6,97,19,258
Less : Invalid No. of votes casted	3	5,010
Valid No. of votes casted (Net)	126	6,97,14,248

Summary of Remote E-Voting and Poll:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	6,85,71,668	6,85,71,668	100.00	6,85,71,668	0	100.00	0.00
Public- Institutional holders	3,99,452	0	0.00	0	0	0.00	0.00
Public-Others	5,57,84,995	11,42,580	2.05	11,42,115	465	99.96	0.04
Total	12,47,56,115	6,97,14,248	55.88	6,97,13,783	465	100.00	0.00

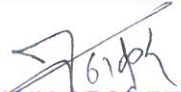
Notes:

1. Pursuant to Clause 5A (II) of the Listing Agreement, voting rights on the shares transferred to the "Tilaknagar Industries Ltd -Unclaimed Suspense Account" are frozen;
2. The votes polled does not include invalid votes; and
3. The aforesaid Resolution has been passed with requisite majority.

Place : Mumbai
Date of Entry : October 16, 2015


CHAIRMAN
19/10/2015

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For TILAKNAGAR INDUSTRIES LTD.


COMPANY SECRETARY

CHAIRMAN'S INITIALS